6. Distribution, consignment and marking instructions for all reports and data shall be F.O.B. Destination in accordance with Enclosure Number 1 of Exhibit A. The address for the cognizant Program Officer is as follows:

> Naval Research Laboratory (NRL) Maritime Sensing Section Attn: Jonathan Nichols, Code: 5673 4555 Overlook Avenue Washington, DC 20375

Ref: Contract N00014-10-C-0246

5. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00, including an estimated cost of the following and a fixed fee of the fixed fee
 - (b) CLIN 0001 is fully funded.
 - (c) CLIN 0002 is fully funded.
- (d) CLIN 0003 will not exceed a total amount of \$8,564,545.00, including an estimated cost of and a fixed fee of the state of the contract is \$1,780,769.00, including an estimated cost of the contract is \$1,780,769.00, including an estimated cost of the contract is \$1,780,769.00, including an estimated cost of the contract is \$1,780,769.00.
- 6. This modification increases the estimated cost by from from to
- All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT	NUMBER (CRITI	CALI	2. SPIIN (CRIT			3, MOD		YCOOIA		4. PR NUME				<u> </u>	
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PAGE TOTAL \$1,781,000.00															
PREPAREDIAL DATE:	JTORIZED BY:	<u> </u>	<u>-</u>				FOR FISC BY	APPROVAL: CAL DATA AND S	SIGNATU:	RE		GRAI	VD TOTAL	\$1,781,090.00 for COMPTROLL	ER, ONR CONTRACT REVIEWED

Contract Distribution Sheet

CR Number: 12PR00944-03 Contract Number: N0001410C0246 Specialist: WARD, TIMOTHY J. Modification Number; P00012	ONR: BD251
Distribution Date: 2-22-2012	Distributed By:
PCO, ONR Arlington (Original)	
Contractor (Duplicate Original)	+EDA
Short Contractor Code and Address:	
PVSN PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD STE 840 WOODLAND HILLS, CA 91367-2602 US	
ACO	
ACO MILSCAP Code and Address:	
S0512A DCMA LOS ANGELES-S0512A P.O. BOX 9608 MISSION HILLS, CA 91346-9608 US	
Payment Office	
DODAAD Code and Address:	
HQ0339 DFAS COLUMB WEST ENTL-HQ0339 PO BOX 182381 COLUMBUS, OH 43218-2381 US	
ONR: 00CC Program Officer: DUNCAN, DR. MIC	CHAEL D., ONR Other

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OFFICE OF NAVALINES				DCMA LOS ANGELES	3				
NR 251 KENESHA Y.			5345	P.O. BOX 9608	40.40.000	•			
-mail: Kenesha.y.harg				MISSION HILLS, CA 9	1340-500	ಕ			
75 North Randolph Stre		DLC 1279							
.rlington VA 22203-1999	5			1					
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		11, THIS I	TEM ONLY APPLIES	TO AMENDMENTS OF	SOLICIT	ATIONS			
The above numbered s	olicitation is	amended as se	et forth in Item 14. The	hour and date specified	for receip	ot of Offers	is extended 🗌	is not exten	ded.
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Iffers must acknowledge re	ceipt of this	amendment p	rior to the hour and dat	a specified in the solicita	ition or as	amended, by	on of the follow	ing methods	(a) By
ompleting items 8 and 15,	and returning	g copies of	the amendment; (b) B	y acknowledging receipt	of the an	endment on e	ach copy of the	offer submit	ted; or (c)
ly separate letter or telegra	em which inc	ludes a referer	ice to the solicitation at	nd amendment numbers	. FAILUF	E OF YOUR A	CKNOWLEDG	MENT TO 8	E
ECEIVED AT THE PLACE									
OUR OFFER. If by virtue	of this ame	ndment you de:	sire to change an offer	already submitted, such	change r	nay be made b	y telegram or le	tter, provide	d each
elegram or letter makes re	rerence to the	e solicitation a	no this amenoment, an	d is received prior to the	opening	hour and data !	specified.		
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				MODIFICATIONS OF CO					
		IT MODIF	IES THE CONTRACT	ORDER NO. AS DESC	RIBED IT	EM 14.			
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- C. SUPPLEMENTAL				AUTHORITY OF:					
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D. OTHER (Specify ty	pe of modific	cation and auth	ority)						
1 AK 40. 100(b				Limitation of Fund		<u> </u>			
:. IMPORTANT: Contracto	or⊠isnot,	is require	i to sign this document	and return	he issuing	office.			
4. DESCRIPTION OF AM	ENDMENT/	MODIFICATION	N (Organized by UCF &	ection headings, includi	ng solicite	tion/contract si	ubject matter w	here feasible	: .}
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The purpose of this m				funding in the amoi	unt of \$1	2,431,000.00	0 to Option I	I (CLIN 00	103)
inder Contract Numb	er N00014	4-10-C-0246	5.						
						,			
Except as provided herein,	all terms an	d conditions of	the document reference	ed in item 9A or 10A, as	heretofo	re changed, rei	nains unchang	ed and in ful	force and
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Signature of person autho	nzea to sign	<i></i>	<u> </u>	(Signature of Contract	ing Office	<u>er)</u>	ANDARD COO	14 20 (DEL	40 62)
3N 7540-01-152-8070	CADI E			30-105			ANDARD FOR escribed by GS.		10-03)
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Effective as of the date of this modification:

- 1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000101 ACRN AA:			\$646,054.00
	000102 ACRN AB: 000103 ACRN AC: Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AC: 000205 ACRN AC: 000206 ACRN AC: 000206 ACRN AC: 000207 ACRN AE: 000209 ACRN AF: 000210 ACRN AF: 000211 ACRN AF: 00021			\$2,824,177.00

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: 000302 ACRN AG: 000303 ACRN AH: 000304 ACRN AJ: **Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.			\$8 ,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
t	ESTIMATED CONTRACT ERATION:	(0.49)	(0) (4) (1)	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of the state of the state
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of and a fixed fee of the contract is \$4,211,769.00; including an estimated cost of \$1,000 and a fixed fee of the contract is \$4,211,769.00; including an estimated cost of \$1,000 and a fixed fee of the contract is \$4,211,769.00 will cover the period from the date of award through fifteen (15) months thereafter.
- 4. All other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) 2 SPIIN (CRITICAL)				3. MOD	(CRITICA	AL)		4. PR NUM	BER			4. PR NUMBER					
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Contract Distribution Sheet

13PR02250-00

N0001410C0246

CR Number:

Contract Number:

Specialist: MCNEILLY, MARISSA M Modification Number: P00013	ONR: BD251	
TANGETTANIAN TANIAN TOOLS		(pr. 4)
Distribution Date:	Distributed By:	
PCO, ONR Arlington (Original)		
Contractor (Duplicate Original)		
Short Contractor Code and Address:	only	
PVSN	ı	
PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD STE 840 WOODLAND HILLS, CA 91367-2602 US		
ACO/	· · · · · · · · · · · · · · · · · · ·	<u> </u>
ACO MILSCAP Code and Address:		
S0512A		
DCMA LOS ANGELES-S0512A		
P.O. BOX 9608		
MISSION HILLS, CA 91346-9608 US		
Payment Office		
DODAAD Code and Address:		
HQ0339		
DFAS COLUMB WEST ENTL-HQ0339		
PO BOX 182381		
COLUMBUS, OH 43218-2381 US		
ONR:		
00CC Program Officer: DUNCAN, DR. MICHAI	EL D., ONR Other	

AMENDMENT OF SOLI	CITATION/MODIFICATION OF	FONTRACT		ÎT ID CODE		PAGE	OF PAGES
2. AMENDMENT/MODIFICATION NO.			D0-C9(U)		,	1	1 3
P00014		Ja, REQUISITION/PUF	RCHASE REG	I. NO	5. PROJECT	NO. (if a _i	oplicable)
6, ISSUED BY CODE	SEE BLOCK 16C	13PR02250-01 / NA			N.A.		,
V. 104565 D	N00014	7. ADMINISTERED B	t (II OINBEINBI	r (lem 6)	SCD-C	CODE	S0512A
OFFICE OF NAVAL DESEARCH		DCMA LOS ANGELES			300-0	 	<u> </u>
OFFICE OF NAVAL RESEARCH ONR 251 KENESHA Y. HARGRAV	E (702) 606 5345	P.O. BOX 9508	>				
E-mail: Kenesha.y.hargrave@navy		MISSION HILLS, CA	31346-9608				
875 North Randolph Street, Suite O		,					
Arlington VA 22203-1995	1270						
]					
8. NAME AND ADDRESS OF CONTRA	CTOR (No., street, county, State a	nd ZIP Code)	(2) 9./	A. AMENDM	ENT OF SOL	ICITATIO	N NO.
	001	ATALA I	<u>N.</u>	A	<u> </u>		
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WOODLAND HILLS, CA 91367-260	02						
				00014-10-C-			
CODE (FACILIT	YCODE				SEE ITEM 13)	
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32013	22 THE PER ON VARALIE		001101707	****			
	11. THIS ITEM ONLY APPLIE	S TO AMENDMENTS OF	SOLICITATIO	ONS			
(6) A. THIS CHANGE ORDER IS ISSI ORDER NO. IN ITEM 10A. B. THE ABOVE NUMBERED CON appropriation data, etc.] SET FOR C. SUPPLEMENTAL AGREEMEN AUTHORITY FOR OTHER THAN D. OTHER (Specify type of modific	g copies of the amendment; (b) audes a reference to the solicitation TED FOR THE RECEIPT OF OFFIE adment you desire to change an offie solicitation and this amendment. ION DATA (if required) THE ATTACHED FINANCE THE ATTACHED FINANCE IT MODIFIES THE CONTRAINED PURSUANT TO (Specify Audit of the Contrained of the Contr	By acknowledging receip and amendment number are specifically and amendment number are specifically and are specifically and is received prior to the and is received prior to the and is received prior to the and is received prior to the and is received prior to the and is received prior to the and is received prior to the and in the action of the act	I of the amends. FAILURE (IR AND DATE (IR AN	dment on ea OF YOUR AI SPECIFIED SPECIFIED Be made by r and data s SHEET: ORDERS 14. ITEM 14 AR	ch copy of the CKNOWLEDG O MAY RESUIT telegram or I pecified.	e offer sub EMENT TO LT IN REJ etter, prov	Initted; or (c) D BE ECTION OF ided each
	Modification; FAR 52,232-2	2 Limitation of Funds	,				
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The purpose of this modification Number N00014-10-C-0246.	n is to deobligate funds in the	e amount of \$200,000	0.0 0 under	CLIN 000	3 (ACRN A	J) unde	r Contract
Except as provided herein, all terms and effect. 15A. NAME AND TITLE OF SIGNER (1	ype or print)	\sim	LE OF CONT	•	FFICER (Typ		•
CLIVE TOWNS	10000		CONTRACT	ING OFFIC	CER		
	15C. DATE SIGNE			ή A		15C. DA	E SIGNED
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00014	SEE BLOCK 16C	13PR02250-01 / I	VAVRIS # 1058584	N.A.	
ISSUED BY CODE	N00014	7. ADMINISTERED	BY (if other then item		CODE S0512A
IFFICE OF NAVAL RESEARCH INR 251 KENESHA Y. HARGRAV -mail: Kenesha.y.hargrave@navy 75 North Randolph Street, Suite O dington VA 22203-1995	lim,	DCMA LOS ANGEI P.O. BOX 9608 MISSION HILLS, CA		SCD-C	
, NAME AND ADDRESS OF CONTRA	CTOP (No. street county State or	od 7fP Code)	dan to a said	ENDMENT OF SO	IOTTATION NO
ANAVISION FEDERAL SYSTEMS 1300 VICTORY BLVD. SUITE 849 VOODLAND HILLS, CA 91367-260	S, LLC D	iu zir Code)	N.A. 9B. DAT		
				10-C-0246 TED (SEE ITEM 13	\ <u>.</u>
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26T5					
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(II) A. THIS CHANGE ORDER IS ISSUED ORDER NO. IN ITEM 10A. B. THE ABOVE NUMBERED CON appropriation data, etc.) SET FOR C. SUPPLEMENTAL AGREEMENT AUTHORITY FOR OTHER THAN D. OTHER (Specify type of modific	g copies of the amendment; (b) udes a reference to the solicitation ED FOR THE RECEIPT OF OFFE dment you desire to change an offe a solicitation and this amendment, a ON DATA (if required) THE ATTACHED FINANCI THE ATTACHED FINANCI THIS ITEM APPLIES ONLY TO IT MODIFIES THE CONTRACT JED PURSUANT TO (Specify Author) TRACT/ORDER IS MODIFIED TO THE IN ITEM 14, PURSUANT TO THE IS ENTERED INTO PURSUANT TO THE IS ENTERED INTO PURSUANT FULL AND OPEN COMPETITION: alion and authority) Modification; FAR 52.232-22 Object of the sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required to sign this docume is required.	By acknowledging rece and amendment numbers PRIOR TO THE HOW TO THE HOW THE HOW THE HOW THE HOW THE HOW THE HOW THE HOW THE HOW THE HOW THE AUTHORITY OF THE AUTHORITY OF THE AUTHORITY OF THE AUTHORITY OF THE AUTHORITY OF THE HOW TO AUTHORITY OF THE HOW TO AUTHORITY OF THE HOW TO AUTHORITY OF THE HOW T	sipt of the amendment ars. FAILURE OF YOUR AND DATE SPECTCH change may be make opening hour and DATA (FAD) SH CONTRACTS/ORDE SCRIBED ITEM 14. SET FORTH IN ITEM INSTRATIVE CHANGE R 43.103(b).	on each copy of the UR ACKNOWLEDG CIFIED MAY RESUI ide by telegram or id data specified. EETS RS 14 ARE MADE IN T RS RS RS RS RS RS RS RS RS RS RS RS RS	a offer submitted; or (iment to be IT IN REJECTION O etter, provided each HE CONTRACT is in paying office,
Except as provided herein, all terms and affect. 15A. NAME AND TITLE OF SIGNER (7) 15B. CONTRACTOR/OFFEROR		16A. NAME AND TO	TLE OF CONTRACTI		
Signeture of person authorized to sign) SN 7540-01-152-8070		(Signature of Contra 30-105	acung Ufficer)	STANDARD FOR	M 30 (REV. 10-83)
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Effective as of the date of this modification:

1. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000101 ACRN AA: 10.000102 ACRN AB: 10.000103 ACRN AC: 10.000103 ACRN A			\$646,054.00
0002	Option I The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(A)	(5) (4)	\$2,824,177.00
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0003	Option II The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: 000302 ACRN AG: 000303 ACRN AH: 000304 ACRN AJ:			\$8,564,545.00

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:	(6) (4),	(0),(4),(1)	\$12,034,776.00

NSP = Not Separately Priced.

2. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of the state
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of \$1,000 and a fixed fee of \$1,000 and a fixed fee of \$1,000 and a fixed fee of \$2,000 and a fixed fee of \$3,000 and a fixed fee of \$2,000 and a f
- 3. All other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

FINANCIAL ACCOUNTING DATA SHEET - NAVY

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FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

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Contract Distribution Sheet

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OFFICE OF NAVAL RESEARCH ORR 251 KENESHA Y, HARGRAVE (703) 898-5345 E-mail: Keneshay, hargrave@nsy.mil 875 North Randolph Street, Surjean, hargrave@nsy.mil 875 North Randolph Street, Surjean, Surjean, Surjean, Surjean, Surjean, Hargrave@nsy.mil 875 North Randolph Street, Surjean, S	P00015	ISEE BLOCK 16C		NAVRIS # 1058584 N.A.	
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-mail: Kenesha.y.hargrave@na			MISSION HILLS, CA 913	346-9608		
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except as provided herein, all terms	and conditions of	the document reference	ed in item 9A or 10A, as h	neretofore changed	i, remains unchang	ed and in full force and
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Effective as of the date of this modification:

1. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000101 ACRN AA:		(8) (4)	\$646,054.00
	000102 ACRN AB: (0) (0) (0) (0) (0) (0) (0) (0) (0) (0)			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$2,824,177.00
	000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000207 ACRN AE:			
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0003	Option II The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: 000302 ACRN AG: 000303 ACRN AH:		(D) (C)	\$8,564,545.00
<u> </u>	000304 ACRN AJ: 000305 ACRN AJ: 000305			

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:		(B) (4)	\$12,034,776.00

NSP = Not Separately Priced.

2. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of the second and a fixed fee of
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of the annual and a fixed fee of the total amount presently available for payment and allotted to CLIN 0003 of this contract is \$4,011,769.00; including an estimated cost of the annual and a fixed fee of the total amount allotted of \$4,011,769.00 will cover the period from the date of award through fourteen (14) months thereafter.
- 3. All other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

		NAVY INTERNAL USE ONLY	REF DOCACRN	PR#13PR02250-03 FRC:1MPI			COMTRACT REVIEWED
		AMOUNT		\$200,000,000 \$200,000,000	\$200,000.00	\$200,000.00	IN COMPTROLLER, ONR CONTRACT REVIEWED
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FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

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FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

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Contract Distribution Sheet

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Modification Number	r: P00015		MA - 37 × 1
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Effective as of the date of this modification:

- 1. The funds cited on the attached Financial Accounting Data Sheet are hereby made available for the performance of this contract.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000101 ACRN AA:	(As (4)		\$646,054.00
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	Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$2,824,177.00
	000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD:			
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	000211 ACRN AF: (5) (6)			
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Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: 000302 ACRN AG: 000303 ACRN AH: 000304 ACRN AJ: 000305 ACRN AJ: 000306 ACRN AH: 000307 ACRN AJ:			\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
4	ESTIMATED CONTRACT ERATION:	(0) (7)		\$12,034,776.00

NSP = Not Separately Priced.

3. Section G entitled "Contract Administration Data," subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of and a fixed fee of
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of the total amount presently available for payment and allotted to CLIN 0003 of this contract is \$5,881,769.00; including an estimated cost of the total amount allotted of \$5,881,769.00 will cover the period from the date of award through twenty-one (21) months thereafter.
- 3. All other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

FINANCIAL ACCOUNTING DATA SHEET - NAVY

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Contract Distribution Sheet

13PR02250-06

CR Number:

Contract Number: N0001410C0246 Specialist: MCNEILLY, MARISSA M ONR: BD251 Modification Number: P00016 MAY 2 9 2013 Distribution Date: Distributed By: PCO, ONR Arlington (Original) Contractor (Duplicate/Original) eda orliy Short Contractor Code and Address: PVSN PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD STE 840 WOODLAND HILLS, CA 91367-2602 US ACO ACO MILSCAP Code and Address: S0512A DCMA LOS ANGELES-S0512A P.O. BOX 9608 MISSION HILLS, CA 91346-9608 US Payment Office DODAAD Code and Address: HQ0339 DFAS COLUMB WEST ENTL-HQ0339 PO BOX 182381 COLUMBUS, OH 43218-2381 US ONR: 00CC Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

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OFFICE OF NAVAL RESEARCH	<u> </u>		DCMA LOS ANGELES			
ONR 251 KENESHA Y. HARGRAV	E (703) 606-534	5	P.O. BOX 9608			
		5	MISSION HILLS, CA 91	346-9608		
E-mail: Kenesha.y.hargrave@navy						
875 North Randolph Street, Suite C	LU 1279					
Arlington VA 22203-1995						
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Offers must acknowledge receipt of this	amendment prior t	o the hour and date	specified in the solicitat	ion or as amende	i, by on of the follo	wing methods: (a) By
completing items 8 and 15, and returning	g copies of the a	amendment; (b) By	acknowledging receipt of	of the amendment	on each copy of th	e offer submitted; or (c)
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Except as provided herein, all terms an	d conditions of the	document reforma	ed in item CA or 100 se	harainiwa chanac	d remains unchan	ned and in full force and
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Effective as of the date of this modification:

1. The following clause is hereby inserted into Section G, entitled "Contract Administration Data:"

ONR 55252.242-9720 CONTRACTING OFFICER'S REPRESENTATIVE (COR) (SEP 1996)

The COR for this contract is:
Name: Dr. Ravindra Athale
Code: 312
Mailing Address:
875 North Randolph Street - Suite 1121, Arlington, Virginia 22203
Telephone No:
(703) 588-1916
The Alternate COR for this contract is:
N/A
Name:
Code:
Mailing Address:
Telephone No:

The COR will act as the Contracting Officer's representative for technical matters, providing technical direction and discussion as necessary with respect to the specification or statement of work, and monitoring the progress and quality of contractor performance. The COR is not an Administrative Contracting Officer and does not have authority to take any action, either directly or indirectly, to change the pricing, quantity, quality, place of performance, delivery schedule, or any other terms and conditions of the contract (or delivery order), or to direct the accomplishment of effort which goes beyond the scope of the statement of work in the contract (or delivery order).

Contract Number: N00014-10-C-0246

When, in the opinion of the contractor, the COR requests effort outside the existing scope of the contract (or delivery order), the contractor shall promptly notify the contracting officer (ordering officer) in writing. No action shall be taken by the contractor until the contracting officer (or ordering officer) has issued a modification to the contract (or delivery order) or has otherwise resolved the issue.

In the absence of the COR named above (due to reasons such as leave, illness, official travel), all responsibilities and functions assigned to the COR shall be the responsibility of the alternate COR acting on behalf of the COR.

2. Except as modified herein, all other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

Contract Number; N00014-10-C-0246

CONTRACTING OFFICER'S REPRESENTATIVE APPOINTMENT LETTER

DATE 8/14/2013

From:

Kenesha Y. Hargrave

To:

Dr. Ravindra Athale

Subj:

Appointment as Contracting Officer's Representative

(COR)

Ref:

(a) DFARS 201.602-2

(b) FAR 3.2

(c) ONRINST 4205

Pursuant to reference (a) you are hereby appointed as the Contracting Officer's Representative (COR) for the administration of the following contract/order:

Contract Number: N00014-10-C-0246

For: Modular Photonics Mast Housing

Name of Contractor: Panavision Federal Systems, 21300 Victory Blvd.,, Ste 840, Woodland Hills, CA 91367-2602

Contract Period of Performance: Base- Six (6) months; Option I-twenty four (24) months; and Option II-Thirty (30) months

- 1. As COR, you have the specific responsibilities detailed below.
- a. Furnish the contractor technical direction and guidance in all aspects of the contract. You may formalize your guidance to the contractor in writing, provided that the written guidance does not affect price or duration of the contract and provided that this guidance contains both a signed acknowledgement from the contractor and the following statement:

"In accepting this technical direction and guidance, the contractor agrees that the price and all other terms and conditions of the contract remain unchanged."

- 2. As a COR you do not have the authority to direct the contractor how to perform but are empowered to provide guidance as to what of a technical nature is required. If you are unsure whether giving specific instructions falls within your purview, contact the Contracting Officer for guidance before giving instructions to the contractor.
- 3. During surveillance of contract performance, take care to ensure this contract does not become a personal services contract through your actions or the actions of other government personnel who may assist you in the performance of your duties.

This distinction between surveillance, which is proper and necessary, and supervision, which is illegal, is violated when surveillance becomes supervision and the contractor is told how to perform the contract. Supervision of the contractor must be scrupulously avoided.

- 4. COR duties include, but are not limited to:
- a. Serving as the technical contact through which the contractor can relay his questions and problems of a technical nature to the Contracting Officer.
- b. Monitoring the contractor's performance to ensure that inefficient and/or wasteful methods are not utilized and, if they are, alerting the Contracting Officer. Also, input evaluation reports into CPARS.
- c. Reviewing and evaluating contractor estimates to perform work under the contract and advising the Contracting Officer accordingly.
- d. Over-viewing contractor performance to determine if the percentage of work performed reasonably corresponds to the percentage of funds expended and alerting the Contracting Officer of any problems.
- e. Reviewing contractor progress and financial reports and completing the certification of inspection and acceptance of services performed through the Wide Area Work Flow (WAWF) system at the end of the contract.
- f. Alerting the Contracting Officer to any potential performance problems. If the performance schedule slips, determine the reasons and work with the Contracting Officer to

eliminate the problem. Monitor schedule recovery in accordance with the agreed-upon plan.

- g. Furnishing the Contracting Officer with contractor requests for changes, deviations, or waivers, including any supporting analysis and other required documentation.
- 5. Notwithstanding the duties listed above, CORs do not possess the authority of a Contracting Officer, and therefore must not alter the terms and conditions of the basic contract.
- 6. Relationships between contractors and CORs must be beyond reproach. Therefore, strict compliance with DoD Directive 5500.7 regarding standards of conduct and conflict of interest is required. If you are not familiar with these instructions, please read them as soon as possible. If you need copies, please contact ONR BD00CC, Corporate Counsel.
- 7. This appointment is effective through the life of the contract, unless you are otherwise relieved
- 8. COR authority may not be redelegated. However, an "Alternate COR" (ACOR) may be nominated an appointed by the PCO to act only in the absence of the primary COR. The nomination and appointment criteria and procedures for the ACOR are the same as those for the COR.



Note: Please sign one copy of this memorandum in the space provided below, and return to the Contracting Officer/Contract Specialist, who will upload it into the CORT Tool.

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). ISSUED BY CODE	N00014		7. ADMINISTERED BY (CODE SO	512A
DFFICE OF NAVAL RESEARCH DNR 252 Andrew Gordon (703) 696 E-mall: andrew.c.gordon.ctr@navy. 376 North Randolph Street, Suite O Arlington VA 22203-1995	<u>.mil</u>		DCMA LOS ANGELES P.O. BOX 9508 MISSION HILLS, CA 913	146-9608		SCD-C		
3. NAME AND ADDRESS OF CONTRA	CTOB (No. stre	et county State and	ZIP Code)	(V) 9.	A AMENDM	ENT OF SOLI	TATIONIN	<u></u>
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PANAVISION FEDERAL SYSTEMS						EE ITEM 11)		
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WOODLAND HILLS, CA 91367-260)2 <u> </u>	IRIGINA	\ <u>L</u>	1 1	O. 00014-10-C-I	0246		
						SEE ITEM 13)		
	YCODE				I SEPTEMBI			
326T5								
	11. THIS IT	EM ONLY APPLIES T	O AMENDMENTS OF SO	DLICITATI	ONS			
						. —		
The above numbered solicitation is a	amended as set	forth in item 14. The i	nour and date specified fo	r receipt o	f Offers 📖 i	s extended 📖	is not extend	jed.
	· · · · · · · · · · · · · · · · · · ·				_ 			
Offers must acknowledge receipt of this completing items 8 and 15, and returning by separate letter or telegram which included RECEIVED AT THE PLACE DESIGNAT YOUR OFFER. If by virtue of this amen telegram or letter makes reference to the 12. ACCOUNTING AND APPROPRIATION.	g copies of fi ludes a referenc ED FOR THE fi dment you desi a solicitation an	te amendment; (b) By se to the solicitation an RECEIPT OF OFFEAS re to change an offer a d this amendment, and	acknowledging receipt of d amendment numbers. If PRIOR TO THE HOUR A dready submitted, such ch	f the amen FAILURE (AND DATE Tange may	dment on ea OF YOUR AC SPECIFIED be made by	ch copy of the CKNOWLEDGM MAY RESULT telegram or let	offer submitt MENT TO BE F IN REJECT	led; or (c) E FION OF
	· · · · · ·		ACCOUNTING DA	ΤΔ /ΕΔΓ	N SHEET!	3		
			ODIFICATIONS OF CON			-		
	IT MODIFI	ES THE CONTRACTA	ORDER NO. AS DESCRI	BED ITEN	1 14.			
(*) A. THIS CHANGE ORDER IS ISSU ORDER NO. IN ITEM 10A. B. THE ABOVE NUMBERED CON appropriation data, etc.) SET FOR	TRACT/ORDE	A IS MODIFIED TO RE	FLECT THE ADMINISTR	RATIVE CI				_
C. SUPPLEMENTAL AGREEMEN	T IS ENTERED	INTO PURSUANT TO	AUTHORITY OF:		 -		_ ,	<u> </u>
AUTHORITY FOR OTHER THAN								
D. OTHER (Specify type of modific	ation and autho	víty)	el torrigation of money	1)				
FAR 43.103(a) Unilateral M					<u> </u>	_ 		
E. IMPORTANT: Contractor ☑ is not, 14. DESCRIPTION OF AMENDMENTA	is required	to sign this document	and return <u>y</u> copies to the	issuing of	n/contract cu	diect matter w	hara faosible	
14. DESCRIPTION OF AMENDMENTA	MODIFICATION	(Organized by OCF's	эспон неавняда, точоту	l annicutatio	(Voque act au	ojeci maner w	1610 (023:0:6	•/
The purpose of this modification Contract Number N00014-10-C	is to provid: -0246.	an increment of	funding in the amoun	nt of \$1,0	91,383.00	to CLIN 00	03 under	
			•					
Except as provided herein, all terms are effect.	d conditions of t	he document referenc	ed in item 9A or 10A, as h	erototore	changed, ren	nains unchange	ed and in full	force and
15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE LYNNETT CONTRAC	~ A DE	eORCIE -	FFICER (Type	or print)	
15B. CONTRACTOR/OFFEROR	 	15C. DATE SIGNED	16B UNITED STATES	OF AMERI	CA		16C. DATE	SIGNED
			V-4-3 V-4-7			}		
(Signature of person authorized to sign	}		(Signatule of Contracting	a Queen			15 Nov	13
SN 7540-01-152-8070	<u></u>	<u></u>	30-105			ANDARD FOR	M 30 (REV.	10-83)
PREVIOUS EDITION UNUSABLE						scribed by GS/		
NAVOCNR OVERPRINT (3-88)					FA	R (48 CFR) 53.	243	

Effective as of the date of this modification:

- 1. The funds cited on the attached Financial Accounting Data Sheet are hereby made available for the performance of this contract.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$646,054,00
	000101 ACRN AA: 000102 ACRN AB: 000103 ACRN AC: Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AC: 000206 ACRN AC: 000207 ACRN AE: 000207 ACRN AE: 000209 ACRN AF: 000210 ACRN AF:			\$2,824,177.00

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: 000302 ACRN AG: 000303 ACRN AH: 000304 ACRN AJ: 000305 ACRN AJ: 000306 ACRN AJ: 000307 ACRN AJ: 000308 ACRN AK: 000309 ACRN AL: Total Funding:			\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:			\$12,034,776.00

NSP = Not Separately Priced.

3. Section G - "Contract Administration Data" - Paragraph 1.3, entitled "Allotment of Funds," is hereby revised as follows (changes in **bold**):

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (a) (b) (c) and a fixed fee of
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of the standard and a fixed fee of the standard amount presently available for payment and allotted to CLIN 0003 of this contract is \$6,973,152.00; including an estimated cost of the standard fee of the standard fee of the standard that the amount allotted of \$6,973,152.00 will cover the period from the date of award through twenty-four (24) months thereafter.

Contract Number: N00014-10-C-0246

4. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

FINANCIAL ACCOUNTING DATA SHEET - NAVY

I. CONTRACT NUMBER (CRITICAL) 2. SPIN (CRITICAL)						3. MOD		<u> </u>		4. PR NUME		·			
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	6. LINE OF AC	COUNTING												7.	
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PREPAREDIAL DATE:	ITORIZEO BY:					1	ROLLER FOR FISC SY	APPROVAL: CAL DATA AND S	GNATU	RE				for COMPTROLI	ER, ONR CONTRACT REVIEWED

FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

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PREPARED/A	UTHORIZED BY:		<u></u>		GRAND TOTAL COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY		ONR CONTRACT REVIEWED
DATE:					DATE:	III DOME HOLLER	- CANADORISMON MENERED

AMENDMENT OF SOLI	CITATION/MODIFICATION	ON OF CONTRACT	CONTRACT ID CO	DE PAGE OF PAGES
2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION	PURCHASE REG. NO	5. PROJECT NO. (if applicable)
200019	SEE BLOCK 16C		/ NAVRIS # 1058584	N.A.
3. ISSUED BY CODE	N00014		D BY (if other than Item 6)	CODE S0512A
OFFICE OF NAVAL RESEARCH ONR 252 Caitlin O'Neill (703) 696-0 E-mail: caitlin.o'neill.ctr@navy.mil 375 North Randolph Street, Suite O Arlington VA 22203-1995	802	DCMA LOS ANG P.O. BOX 9608 MISSION HILLS,	ELES	SCD-C
Aningion VA 22203-1993				
3. NAME AND ADDRESS OF CONTRA	,	•	N.A.	DMENT OF SOLICITATION NO.
PANAVISION FEDERAL SYSTEMS 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-260	orli	SINAL	10A. MODIF NO. N00014-10-	(SEE ITEM 11) FICATION OF CONTRACT/ORDER C-0246 D (SEE ITEM 13)
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326T5				
	11, THIS ITEM ONLY A	PPLIES TO AMENDMENTS	OF SOLICITATIONS	
Offers must acknowledge receipt of this completing items 8 and 15, and returning By separate letter or telegram which Incl. RECEIVED AT THE PLACE DESIGNAT YOUR OFFER. If by virtue of this amental agram or letter makes reference to the telegram of letter makes reference to the series of the serie	amendment prior to the hou copies of the amendme udes a reference to the solic ED FOR THE RECEIPT Or dment you desire to change solicitation and this amend	r and data specified in the so nt; (b) By acknowledging re titation and amendment nun OFFERS PRIOR TO THE I an offer already submitted,	clicitation or as amended, by celpt of the amendment on thers. FAILURE OF YOUR HOUR AND DATE SPECIFI such change may be made	y on of the following methods: (a) By each copy of the offer submitted; or (c) ACKNOWLEDGMENT TO BE ED MAY RESULT IN REJECTION OF by telegram or letter, provided each
12. ACCOUNTING AND APPROPRIATI				_
	THE ATTACHED FIN			
•	13. THIS ITEM APPLIES OF	ILY TO MODIFICATIONS O NTRACT/ORDER NO. AS D		
(/) A. THIS CHANGE ORDER IS ISSU ORDER NO. IN ITEM 10A.	JED PURSUANT TO (Speci	fy Authority) THE CHANGES	SET FORTH IN ITEM 14 /	ARE MADE IN THE CONTRACT
B. THE ABOVE NUMBERED CON appropriation data, etc.) SET FOR				such as changes in paying office,
C. SUPPLEMENTAL AGREEMEN AUTHORITY FOR OTHER THAN	FULL AND OPEN COMPET			
FAR 43.103(b) Unilateral M	odification and FAR 52	232-22 1 imitation of	Funds"	
E. IMPORTANT: Contractor is not,				
14. DESCRIPTION OF AMENDMENTA	MODIFICATION (Organized	by LICE section headings in	cluding solicitation/contract	subject matter where leasible.)
The purpose of this modification Number N00014-10-C-0246.	· -		_	
effect.				remains unchanged and in full force and
15A, NAME AND TITLE OF SIGNER (7	ype or print)	16A. NAME AND	TITLE OF CONTRACTING	OFFICER (Type or print)
		Pohor	ea Foster	
GEN CONTRACTOR SEFECTOR	Leo Bite			LOC BATE CIONES
15B. CONTRACTOR/OFFEROR	15C. DATE	. O. (9)	ATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign		(Signature or Co		
SN 7540-01-152-8070	- <u>-</u> -	30-105		STANDARD FORM 30 (REV. 10-83)
PREVIOUS EDITION UNUSABLE NAVOCNR OVERPRINT (3-88)				Prescribed by GSA FAR (48 CFR) 53.243

Effective as of the date of this modification:

- 1. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting Data (FAD) Sheets.
- 2. Section B "Supplies or Services and Prices/Cost" is revised as follows (changes in **bold**):

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(8) (4)		\$646,054.00
	000101 ACRN AA: (0) (4) 000102 ACRN AB: (0) (4) 000103 ACRN AC: (0) (4)			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000207 ACRN AE: 000207 ACRN AE: 000209 ACRN AF: 000210 ACRN AF:			\$2,824,177.00

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
<u> </u>	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: 000302 ACRN AG: 000303 ACRN AH: 000304 ACRN AJ: 000305 ACRN AJ: 000306 ACRN AJ: 000307 ACRN AJ: 000308 ACRN AK: 000309 ACRN AL: 000310 ACRN AL: 000310 ACRN AL:			\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT ERATION:	0.750	(b).(A).	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G - "Contract Administration Data" - Paragraph 1.3, entitled "Allotment of Funds," is hereby revised as follows (changes in **bold**):

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of the state of and a fixed fee of
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of \$10,000 and a fixed fee of \$10,000 and this contract.

 The total amount presently available for payment and allotted to CLIN 0003 of this contract.

Contract Number: N00014-10-C-0246

is \$7,268,853.00; including an estimated cost of and a fixed fee of and a fixed fee of the form the date of award through twenty-five (25) months thereafter.

4. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT	NUMBER (CRITIC	CAL)	2. SPIIN (CRIT			3. MOD.		K)		4. PR NUM		 -	1 11 1		
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DATE:						DATE:							——		<u></u>

AMENDMENT OF SOLIC	CITATION/MODIFICATION OF	CONTRACT	D0-C9(U)	PAGE OF PAGES
2. AMENDMENT/MODIFICATION NO.	IS FEFECTIVE DATE	4. REQUISITION/PURC	?*	5. PROJECT NO. (il applicable)
	SEE BLOCK 16C	14PR01250-02 / 1058		N.A.
	N00014	7. ADMINISTERED BY		CODE S0512A
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OFFICE OF NAVAL RESEARCH		DCMA LOS ANGELES		
ONR 252 Caltin O'Neill (703) 696-0	802	P.O. BOX 9608		
E-mail; caitlin.o'neill.ctr@navy.mil		MISSION HILLS, CA 91	346-9608	
875 North Randolph Street, Suite O.	I C 1279	1		
Arlington VA 22203-1995	20 12.0	1		
Allington VALLELOD-1000				
8. NAME AND ADDRESS OF CONTRA	CTOR (No., street, county, State and	ZiP Code)	(/) [9.A. AMEN!	DMENT OF SOLICITATION NO.
	, , , , , , , , , , , , , , , , , , , ,	•	N.A.	
PANAVISION FEDERAL SYSTEMS	S, LLC		98. DATED	(SEE ITEM 11)
21300 VICTORY BLVD. SUITE 840	,		10A. MODIF	CATION OF CONTRACT/ORDER
WOODLAND HILLS, CA 91367-260)2	MINI	NO.	
	ÖRIGI	NAI	N00014-10-	
CODE FACILIT	YCODE	· · · · · · · · · · · · · · · · · · ·		D (SEE ITEM 13)
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326T5	- TIDA TELL ON V 400 FOO		NOT 101-1	··· <u>······</u> ···
	11. THIS ITEM ONLY APPLIES	TO AMENUMENTS OF S	OLICITATIONS	
				
The above numbered solicitation is a	emended as set forth in item 14. The	hour and date specified for	or receipt of Offers	is extended is not extended.
Office must acknowledge special of the	office designal price to the bost of the	n opposition to the analysis	ion or as a survivia de de	on of the fallenger and the design
Offers must acknowledge receipt of this completing items 8 and 15, and returning	SD DAS 1906 ett or rong memberen.	a specified in the solicitati v ecknowledging societ c	ion or as amended, b) of the amendment on	y on or the rollowing methods: (a) By
By separate letter or telegram which incl	y — copies of the amendment, (b) to	rd amendment numbers	FAILLIRE OF VOLE	ACKNOWLEDGMENT TO BE
RECEIVED AT THE PLACE DESIGNAT				
YOUR OFFER. If by virtue of this amen	dment you desire to change an offer	already submitted, such o	change may be made	by felegram or letter, provided each
telegram or letter makes reference to the	ອ solicitation and this amendment, ແກ	d is received prior to the d	pening hour and date	a specified.
12. ACCOUNTING AND APPROPRIATI	ON DATA (if required)		<u></u>	
SEE	THE ATTACHED FINANCIA	L ACCOUNTING DA	ATA (FAN) SHEE	TS
	13. THIS ITEM APPLIES ONLY TO			
	IT MODIFIES THE CONTRACT	ORDER NO. AS DESCR	IBED ITEM 14.	
(/) A. THIS CHANGE ORDER IS ISSU	JED PURSUANT TO (Specify Author	ily) THE CHANGES SET	FORTH IN ITEM 14	ARE MADE IN THE CONTRACT
ORDER NO. IN ITEM 10A.				
B. THE ABOVE NUMBERED CON	TRACT/ORDER IS MODIFIED TO F	EFLECT THE ADMINIST	RATIVE CHANGES	such as changes in paving office.
proprietion data, etc.) SET FOR	TH IN ITEM 14, PURSUANT TO THE	AUTHORITY OF FAR 43	3.103(b).	
□ [
- C SUPPLEMENTAL ACREEMEN	T IS ENTERED INTO PURSUANT T	O ALITHORITY OF		
	FULL AND OPEN COMPETITION:	J KOTHONITE OF.		
D. OTHER (Specify type of modific	ation and authority)			
FAR 43.103(b) Unilateral Mo	odification and FAR 52 232-2	2 "Limitation of Fund	c"	
E. IMPORTANT: Contractor is not.	is serviced to sign this decrees	t and enture O anning to the	o inquien effice	
14. DESCRIPTION OF AMENDMENT/A	L I is required to sign this occument	and retuin y copies to the	e issuing office.	publical matter who so fee other)
14, DESCRIPTION OF AMENDMENTA	NODIFICATION (Organized by OUF	ទេ៩លេក វាមុខបាល្បន, ពេទ្ធលេខក	у ѕинсканотусоттаск	subject matter where leasure.)
The newscap of this modification	la to accuido en lacroment of	funding in the amou	mt of @480 617 00	to CLIN 0000 under Contract
The purpose of this modification	i is to provide an increment or	Turiding in the amou	UL OL 9439'9 IO IU) to CLIN 0003 under Contract
Number N00014-10-C-0246.				
Francisco provident transcent 20 to anno 20	d tanditions of the shares at a face-	and in item OA as 40A 1	haralafara ahamand :	ramains unahanned and in full fare
Except as provided herein, all terms and effect.	u conditions of the appument fererent	Ten in hem sa of TUA, as I	патеголяе спалуес, і	enrano encresiges and in idii idice an
15A. NAME AND TITLE OF SIGNER (7	Type or nint	LIGA NAME AND TITLE	OF CONTRACTING	GEFICER (Type or print)
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•			ting Officer	
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15B. CONTRACTOR/OFFEROR	15C, DATE SIGNED	16B UNITED STATES	тъ еменція	16C, DATE SIGNED
		11.00		4. 1
(2)				7119114
(Signature of person authorized to sign)	<u> </u>	Columniate of Contraction	ny Unicer)	STANDARD FORM 30 (REV. 10-83)
SN 7540-01-152-8070		30-105		Prescribed by GSA
PREVIOUS EDITION UNUSABLE NAVOCNE OVERPRINT (3-88)				FAR (48 CFR) 53.243

Effective as of the date of this modification:

- 1. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting Data (FAD) Sheets.
- 2. Section B "Supplies or Services and Prices/Cost" is revised as follows (changes in **bold**):

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000101 ACRN AA:	(8) (4)		\$646,054.00
	000103 ACRN AB: 000103 ACRN AC: Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000207 ACRN AE: 000207 ACRN AF: 000209 ACRN AF: 000210 ACRN AF:			\$2,824,177.00

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
· · · · · · · · · · · · · · · · · · ·	Option II		<u> </u>	
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: 000302 ACRN AG: 000303 ACRN AH: 000304 ACRN AJ: 000305 ACRN AJ: 000306 ACRN AJ: 000307 ACRN AJ: 000307 ACRN AJ: 000309 ACRN AL: 000311 ACRN AL: 000312 ACRN AM:			\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:	(0)3.0		\$12,034,776.00

NSP = Not Separately Priced.

3. Section G - "Contract Administration Data" - Paragraph 1.3, entitled "Allotment of Funds," is hereby revised as follows (changes in **bold**):

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of the state of and a fixed fee of
- (b) CLINs 0001 and 0002 are fully funded.

Contract Number: N00014-10-C-0246

- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of and a fixed fee of the total amount presently available for payment and allotted to CLIN 0003 of this contract is \$7,708,470.00; including an estimated cost of \$1,445. The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$7,708,470.00; including an estimated cost of \$1,445. The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$7,708,470.00; including an estimated cost of \$1,445.
- 4. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) 2. SPIIN (CRITICAL) 3. MOD (CRITICAL) 4.5					4.PR MUMBER										
No00143			}	•		7	020	-		14PR01250-02					
6. LINE OF ACCOUNTING															
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	(CRITICAL)	(CRITICAL)	(CRITICAL)	CLA				(CRITICAL)			PROJ UNIT	POLI MCC & SUF		(CRITICAL)	REF DOC/ACRN
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												PAC	SE TOTAL	\$439,617.00	
												GRA	NO TOTAL	\$439,617.00	
PREPAREDIAUTORIZED BY:			COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY							R, ONR CONTRACT REVIEWED					
OATE:						DATE:									

FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

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PREPARED/AUTHORIZED BY:			COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY					
DATE:			Lange Lange					

Contract Distribution Sheet

CR Number: 14PR01250-02 Contract Number: N0001410C0246 Specialist; O'NEILL, CAITLIN Modification Number: P00020	ONR: BD252
Distribution Date: [EB 9 2014 PCO, ONR Arlington (Original)	Distributed By:
Contractor (Duplicate Original)	
Short Contractor Code and Address:	eda
PVSN PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD STE 840 WOODLAND HILLS, CA 91367-2602 US	eda
ACO	
ACO MILSCAP Code and Address:	
S0512A DCMA LOS ANGELES-S0512A P.O. BOX 9608 MISSION HILLS, CA 91346-9608 US	
Payment Office	
DODAAD Code and Address:	
HQ0339 DFAS COLUMB WEST ENTL-HQ0339 PO BOX 182381 COLUMBUS, OH 43218-2381 US	
ONR: 00CC Program Officer: ATHALE, DR. RA	VINDRA ANANT, ONR Other

AMENDMENT OF SOLI	CITATION/MODIFICATION OF	CONTRACT	CONTRACT ID COD D0-C9(U)	E PAGE OF PAGES
2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PUR	` `	5. PROJECT NO. (il applicable)
P00021	SEE BLOCK 16C	14PR01250-03,04 /		N.A.
3, ISSUED BY CODE	N00014	7. ADMINISTERED BY	(if other than item 6)	CODE S0512A
OFFICE OF NAVAL RESEARCH ONR 252 Caitlin O'Neill (703) 696-0 E-mail: caitlin.o'neill.ctr@navy.mil 375 North Randolph Street, Suite C Arlington VA 22203-1995		DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 9		SCD-C
3. NAME AND ADDRESS OF CONTRA	CTOR (No., street, county, State an	d ZIP Code)		MENT OF SOLICITATION NO.
PANAVISION FEDERAL SYSTEMS 21300 VICTORY BLVD. SUITE 84 WOODLAND HILLS, CA 91367-260		INAL	10A. MODIFI NO. N00014-10-C	SEE ITEM 11) CATION OF CONTRACT/ORDER -0246 (SEE ITEM 13)
	TY CODE		21 SEPTEME	
326T5				
	11. THIS ITEM ONLY APPLIES	TO AMENDMENTS OF	SOLICITATIONS	
Offers must acknowledge receipt of this completing items 8 and 15, and returning by separate letter or telegram which increceived AT THE PLACE DESIGNATYOUR OFFER. If by virtue of this amer lelegram or letter makes reference to the	g copies of the amendment; (b) ludes a reference to the solicitation FED FOR THE RECEIPT OF OFFE! dment you desire to change an offe	By acknowledging receipt and amendment numbers RS PRIOR TO THE HOUI r already submitted, such	t of the amendment on e FAILURE OF YOUR A RAND DATE SPECIFIE change may be made b	ach copy of the offer submitted; or (c) CKNOWLEDGMENT TO BE D MAY RESULT IN REJECTION OF y telegram or letter, provided each
12. ACCOUNTING AND APPROPRIAT		are a received parel to me	opening nour and tiens.	27-5011-04.
	THE ATTACHED FINANCI	AL ACCOUNTING D	ATA (FAD) SHEET	· Q
	13. THIS ITEM APPLIES ONLY TO			<u> </u>
	IT MODIFIES THE CONTRAC JED PURSUANT TO (Specify Authority) TRACT/OADER IS MODIFIED TO TH IN ITEM 14, PURSUANT TO TH	ORING THE CHANGES SE	T FORTH IN ITEM 14 AI TRATIVE CHANGES (SI	
			105(D).	
AUTHORITY FOR OTHER THAN D. OTHER (Specify type of modific	T IS ENTERED INTO PURSUANT FULL AND OPEN COMPETITION: ration and authority)			
FAR 43.103(b) Unilateral M	odification and FAR 52.232-2	20 "Limitation of Cos	ť	
E. IMPORTANT: Contractor X is not,				
14. DESCRIPTION OF AMENDMENT/	AODIFICATION (Organized by UCF	section headings, includi	ing solicitation/contract s	ubject matter where feasible.)
The purpose of this modification 0003 under Contract Number N		f funding in the amo	unt of \$856,075.00	in order to fully fund CLIN
Except as provided herein, all terms and effect.				_
15A. NAME AND TITLE OF SIGNER (ype or print)		E OF CONTRACTING	
		HCATTED.	1 And (Short	RACTERS OFFICER
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED			16C. DATE SIGNED
			THE PERSON NAMED IN COLUMN	-
		ВУ		28-WAR-35
(Signature of person authorized to sign		(Signature of Contract		ANDADD FORM OF COM
SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE		30-105		ANDARD FORM 30 (REV. 10-83) escribed by GSA
NAVOCNR OVERPRINT (3-88)				R (48 CFR) 53,243

Effective as of the date of this modification:

- 1. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting Data (FAD) Sheets.
- 2. Section B "Supplies or Services and Prices/Cost" is revised as follows (changes in bold):

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		Disco.	\$646,054.00
<u> </u>	000101 ACRN AA: 000102 ACRN AB: 000103 ACRN AC			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000204 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000206 ACRN AE: 000207 ACRN AE: 000208 ACRN AF: 000210 ACRN AF: 000211 ACRN AF:			\$2,824,177.00

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: 000302 ACRN AG: 000303 ACRN AH: 000304 ACRN AJ: 000305 ACRN AJ: 000306 ACRN AJ: 000307 ACRN AJ: 000307 ACRN AJ: 000309 ACRN AL: 000310 ACRN AL: 000311 ACRN AL: 000312 ACRN AM: 000313 ACRN AM: 000315 ACRN AM: 000315 ACRN AM: 000315 ACRN AM: 000316			\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH)	*NSP	*NSP	*NSP
	including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software			
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:	(5/84)	0:(4)	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G - "Contract Administration Data" - Paragraph 1.3, entitled "Allotment of Funds," is hereby revised as follows (changes in **bold**):

1.3 Allotment of Funds

(a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of a second and a fixed fee of

Contract Number: N00014-10-C-0246

- (b) CLINs 0001, 0002, and 0003 are hereby fully funded.
- 4. As a result of this modification, FAR Clause 52.232-22 "Limitation of Funds" is hereby revoked, and FAR Clause 52.232-20 "Limitation of Cost" is invoked.
- 5. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

	AWARD/CONTRACT 1. THIS CONTRACT UNDER DIPAR (16 CFR 100)				DER		RAT	ING "		- F	PAGE OF PA	GES L8		
2. CONTRACT (Proc. Inst. Ident.) NO.									A. REQUISITIONEPI		USE REQUEST	PROJECT NO.		
N00014-13	-C-0375				<u></u> .	\8	me Bloc	200	13PR05172-	00/	13PR0517	72-01		
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Kenesha Y. Hargrave, BD 251 P.			P.O.	DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS CA 91346-9608										
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		DRIGI	NAL		10. SUBMIT REVDICES (4 copies college otherwise specified) TO THE ADDRESS SHOWN IN									
11. SHIP TOMA	<u> </u>	FACILITY GODE					BE WADE BY				····			
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CONTRACTION OFFICER WILL COMPLETE TIME IT (SEALED-BID OR NEGOTIA) 17. E/CONTRACTOR & TIEDOTIXTED AGREEMENT (Common is required to sign this document and return 1 copies to feeling office.) Contractor agrees to Assist and deliver all facts to perform all the services set forth or offinerwisk lightlifest.														
above and on any confinuation alreads for the transition stated herein. The rights and chilgestons of the parties to the contract shall be subject to and governed by the transing documents: (a) the exercitorities, (b) the solicitation, if any, must (o) such provisions, representations, certifications, and specifications are an expensioned or transportated by the provision to the same are expensely basely. (Attachments are stated herein.)				In Rull above, is Pathing accepted as to the Sens Robert above and on any controllation sheets. This severe consummates the portract which consists of the following decement: (a) the Consument's acceptation and your bid, and (b) this executionspirt. For arther contracts in posterior in necessary, (Block 18 should be checked only when everting a sense bid posterior).										
19A NAME AND TITLE OF BIGNER (Type or print)				200	N.A.	OF C	SHIRACTERS	OFF	ER					
CLIVE TOWNDOOM VP AND GEN MANAGER				OC. DATE SIGNED							DATE SIGNED 111/2013			

	AWARD/CONTRACT	1. THIS CONTRACT IS A RAT UNDER OPAS (15 CFR 700				ORDER			RAT	'ING			PAGE OF	PAGES	
2. CONTRACT (Proc. Inst, Ident.) NO.								3. EFFEC	TIVE	DATE	4. REQUISITIO	N/PURC	HASE REQU		JECT NO
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Kenesha Y. Hargrave, BD 251				P.	0. B	OX S	_		913	46-9608					
7. NAME AND A	ODRESS OF CONTRACTOR (No., Street,	City, Country, State	and Zi	P Code)				8 DELIN	/ĔRY			<u> </u>			
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X A	SOLICITATION/CONTRACT FORM		1	SF26	-	$\overline{\mathbf{x}}$	7								8-14
X B	SUPPLIES OR SERVICES AND PRICES	COSTS		SF26	7		PARTI	III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACH.							<u> </u>
× ε	DESCRIPTION/SPECS./WORK STATEM	ENT		1		×	J	LIST OF ATTACHMENTS 15							15
x 0	PACKAGING AND MARKING		{	1	_						NS AND INSTRUC				
X F	INSPECTION AND ACCEPTANCE DELIVERIES OR PERFORMANCE		 }	1-2	\dashv	X	ĸ		REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS					15	
X G	CONTRACT ADMINISTRATION DATA			2-5	_		L	INSTRS., CONDS., AND NOTICES TO OFFERORS							
Х Н	SPECIAL CONTRACT REQUIREMENTS]	5-8	M EVALUATION FACTORS FOR AWARD										
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document and r		office.) Contractor agr			18. ☐ SEALED-BID AWARD (Contractor is not required to sign this document.) Your bid on Solicitation Number ONRBAA13-001A										
furnish and deliver all items or perform all the services set forth or otherwise identified					including the additions or changes made by you which additions or changes are set forth										
above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following					In full above, is hereby accepted as to the items listed above and on any continuation sheets. This award consummates the contract which consists of the following										
documents; (a) this award/contract, (b) the sollicitation, if any, and (c) such provisions,					documents: (a) the Government's solicitation and your bid, and (b) this sward/contract. No further contractual document is necessary (Block 18 should be checked only when										
representations, conflications, and specifications, as are attached or incorporated by reference horsin. (Attachments are listed horsin.)				aw	rerding l	eosled	l-bid contr	act)	_		noutu be	COUNCERED ONE	y waen		
19A NAME AND TITLE OF SIGNER (Type or print)				20A NAME OF CONTRACTING OFFICER Kenesha Y. Hargrave											
19B. NAME OF CONTRACTOR 19C. DATE SIGNED				TE SIGNED	τ .			ATES OF	_				Б	OC. DATE	SIGNED
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M00014-13-C-6375 NAME OF OFFEROR OR CONTRACTOR PANAVISION FEDERAL SYSTEMS, LLC пем но. **SUPPLIES/SERVICES** QUANTITY JUNE LINIT FRICE AMOUNT (A) (C) (D) (E) (F) NAVRIS / SDN Number: 1101052 FOB: Destination 0001 The Contractor shall furnish the necessary 2,158,917.00 personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Award Type: Cost-plus-fixed-fee Total Estimated Cost: Fixed Fee: Term Form Product/Service Code: AD92 000101 Funding Request ACRN: AA (Amt: 1) ACRN: AA Funded: D. C. 000102 Funding Request ACRN: AA (Amt: ACRN: AB Funded: 000103 Funding Request ACRN: AB (Amt: ACRM: AC Funded: Affordable Modular Panoramic Photonics Mast 0002 (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes) (Not Separately Priced) Product/Service Code: AD92 Accounting Summary 1731319-W3F3-255-RA-313-0-068342-2D--03346-000-DM 30 (5) (7) Continued ...

REFERENCE NO. OF DOCUMENT BEING CONTINUED

AUTHORIZED FOR LOCAL REPRE

CONTINUATION SHEET

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PAGE

CONTINUATION SHEET N00014-13-C-0375 HAME OF OFFEROR OR CONTRACTOR PANAVISION FEDERAL SYSTEMS, LLC TEM NO. SUPPLIES/SERVICES CAUPINTITY LINET UNIT PRICE AMOUNT (A) (B) (C) (D) (E) (F) 1731319-W3F3-255-RA-313-0-068342-2D--03346-000-MP 1731319-W2F2-255-RA-313-0-068342-2D--00000-000-MP The obligated amount of award: 10.40 total for this award is shown in box 15G.

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REFERENCE NO. OF DOCUMENT BEING CONTINUED

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SECTION C - Description/Specifications

ONR 0073 Statement of Work for Research & Development (CPFF)

The research effort to be performed hereunder shall be subject to the requirements and standards contained in Exhibit A and the following paragraph(s).

The Contractor shall conduct the research effort under CLIN 0001 in accordance with Attachment Number 1, Statement of Work, entitled "Affordable Modular Panoramic Photonics Mast (AMPPM)", Sections 3.0 and 4.0.

SECTION D - Packaging and Marking

ONR 0009 Packaging & Marking

Preservation, packaging, packing and marking of all deliverable contract line items shall conform to normal commercial packing standards to assure safe delivery at destination.

ONR 5252.235-9714 Report Preparation

Scientific or technical reports prepared by the Contractor and deliverable under the terms of this contract will be prepared in accordance with format requirements contained in ANSI/NISO Z39.18-2005 (R2010), entitled, "Scientific and Technical Reports - Preparation, Presentation and Preservation".

[NOTE: All National Information Standards Organization (NISO) American National Standards are available as free, downloadable pdf(s) at http://www.niso.org/standards/index.html. NISO standards can also be purchased in hardcopy form from the NISO website by clicking on "Link to Buy". NISO is located at 3600 Clipper Mill Road, Suite 302, Baltimore, MD 21211. NISO can be reached by telephone at (301) 654-3600 or by fax at(410) 685-5278.

SECTION E - Inspection and Acceptance

ONR 0109 Award Inspection and Acceptance

Inspection and acceptance of the reports and/or other deliverables under this contract will be accomplished by the Program Officer designated in Section F of this contract, who shall have thirty (30) days after contractual delivery for acceptance.

SECTION F - Deliveries or Performance

ONR 0025 Distribution of Invention Disclosures and Reports

The Contractor shall submit all invention disclosures and reports required by the Patent Rights clause of this contract to the Administrative Contracting Officer.

ONR 0055 Period of Performance-Contracts

The research effort performed under CLIN(s) 0001 shall be conducted from date of contract award through

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thirty-six (36) months thereafter.

ONR 0055* Period of Performance- Contracts- Continued

CLIN 0002 shall be delivered FOB Destination thirty (30) days after the end date of CLIN 0001 to the Program Officer listed below. The contractor shall provide the Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPP software manual with object source codes).

ONR 0057 Place of Delivery

All reports and data shall be F.O.B. Destination in accordance with Enclosure Number 1 of Exhibit A. The address for the cognizant Program Officer is as follows:

Program Officer
Office of Naval Research
875 North Randolph St
Attn: Dr. Ravindra Athale, Suite 1121

Code: 312

Email Address: ravindra.athale@navy.mil

Arlington, VA 22203-1995 Ref: Contract N00014-13-C-0375

SECTION G - Contract Administration Data

DFAR 252,232-7006 Wide Area WorkFlow Payment Instructions. (JUN 2012)

(a) Definitions. As used in this clause-

"Department of Defense Activity Address Code (DoDAAC)" is a six position code that uniquely identifies a unit, activity, or organization.

"Document type" means the type of payment request or receiving report available for creation in Wide Area WorkFlow (WAWF).

"Local processing office (LPO)" is the office responsible for payment certification when payment certification is done external to the entitlement system.

- (b) Electronic invoicing. The WAWF system is the method to electronically process vendor payment requests and receiving reports, as authorized by DFARS 252.232-7003, Electronic Submission of Payment Requests and Receiving Reports.
- (c) WAWF access. To access WAWF, the Contractor shall-
- (1) Have a designated electronic business point of contact in the Central Contractor Registration at https://www.acquisition.gov; and
- (2) Be registered to use WAWF at https://wawf.eb.mil/ following the step-by-step procedures for self-registration available at this web site.
- (d) WAWF training. The Contractor should follow the training instructions of the WAWF Web-Based Training Course and use the Practice Training Site before submitting payment requests through WAWF. Both can be accessed by selecting the "Web Based Training" link on the WAWF home page at https://wawf.eb.mil/
- (e) WAWF methods of document submission. Document submissions may be via web entry, Electronic

Data Interchange, or File Transfer Protocol.

- (f) WAWF payment instructions. The Contractor must use the following information when submitting payment requests and receiving reports in WAWF for this contract/order:
- (1) Document type. The Contractor shall use the following document type(s).

Cost Voucher

(Contracting Officer: Insert applicable document type(s).

Note: If a "Combo" document type is identified but not supportable by the Contractor's business systems, an "Invoice" (stand-alone) and "Receiving Report" (stand-alone) document type may be used instead.)

(2) Inspection/acceptance location. The Contractor shall select the following inspection/acceptance location(s) in WAWF, as specified by the contracting officer.

Destination/Destination

(Contracting Officer: Insert inspection and acceptance locations or "Not applicable.")

(3) Document routing. The Contractor shall use the information in the Routing Data Table below only to fill in applicable fields in WAWF when creating payment requests and receiving reports in the system.

Routing Data Table*

Field Name in WAWF	Data to be entered in WAWF
Pay Official DoDAAC	HQ0339
Issue By DoDAAC	N00014
Admin DoDAAC	S0512A
Inspect By DoDAAC	N/A
Ship To Code	N/A
Ship From Code	N/A
Mark For Code	N/A
Service Approver (DoDAAC)	S0512A
Service Acceptor (DoDAAC)	N/A
Accept at Other DoDAAC	N/A
LPO DoDAAC	HQ0339
DCAA Auditor DoDAAC	HAA619
Other DoDAAC(s)	HAA724 and HAA05C

⁽⁴⁾ Payment request and supporting documentation. The Contractor shall ensure a payment request includes appropriate contract line item and subline item descriptions of the work performed or supplies delivered, unit price/cost per unit, fee (if applicable), and all relevant back-up documentation, as defined in DFARS Appendix F, (e.g. timesheets) in support of each payment request.

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(5) WAWF email notifications. The Contractor shall enter the e-mail address identified below in the "Send Additional Email Notifications" field of WAWF once a document is submitted in the system.

N/A

- (g) WAWF point of contact.
- (1) The Contractor may obtain clarification regarding invoicing in WAWF from the following contracting activity's WAWF point of contact.

For clarification regarding invoicing contact: Navy WAWF Help Line: 1-800-756-4571 (Option 6). For Payment Issues Only contact: onr_21@navy.mil.

(2) For technical WAWF help, contact the WAWF helpdesk at 866-618-5988.

(End of clause)

PGI* 252.204-0009 PGI: Contract-wide: by Fiscal Year

These instructions are provided for the Contract Payment Office (DFAS Columbus) only, and are not contractor instructions.

The contracting officer intends the funds to be liquidated in fiscal year order.

This applies to CLIN(s) and/or SLIN(s) 0001 and 000101AA.

ONR 0019 Payment of Allowable Costs & Fixed Fee

As consideration for the proper performance of the work and services required under this contract, the Contractor shall be paid as follows:

- (a) Costs, as provided for under the contract clause entitled "Allowable Cost and Payment", not to exceed the amount set forth as "Estimated Cost" in Section B, subject to the contract clause entitled "Limitation of Cost" or "Limitation of Funds", whichever is applicable.
- (b) A fixed fee, in the amount set forth as 'Fixed Fee' in Section B, in accordance with the contract clause FAR 52.216-8 "Fixed Fee", shall be paid upon completion of the work and services required under this contract and upon final acceptance by the Contracting Officer. However, the Contractor, may bill on each voucher the amount of the fee bearing the same percentage to the total fixed fee as the amount of cost billed bears to the total estimated cost not to exceed the amount set forth as "Fixed Fee" in Section B. The total fixed fee billed, shall not exceed the total fixed fee specified in Section B and is subject to the contract clause entitled "Limitation of Cost" or "Limitation of Funds" whichever applies.
- (c) In accordance with FAR 52.216-8, "Fixed Fee", the Administrative Contracting Officer (ACO), in order to protect the Government's interest, shall withhold 10% of the fixed fee amount set forth in Section B or until a reserve is set aside in the amount of \$100,000.00, whichever is less. The fixed fee withhold should be applied to each voucher. The ACO shall release the withhold in accordance with the provisions of FAR 52.216-8.

ONR 0058 Allotment of Funds

It is hereby understood and agreed that this contract will not exceed a total amount of \$2,158,917.00;

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exceed a total amount of \$ 2,158,917.00; including an estimated cost of \$ 200,000 and a fixed fee of this contract is 100,000 including an estimated cost of \$ 200,000 and a fixed fee of 100,000 it is estimated that the amount allotted of \$ 200,000 and will cover the period from date of award through four (4) months

ONR 0076 Contract Administration Delegation

In accordance with FAR 42.202, the contracting officer delegates all contract administration functions listed in FAR 42.302(a).

The Contractor is advised to direct all inquiries concerning administration of this contract to the Administrative Contracting Officer designated in Block 6 of the Standard Form 26 of this contract.

ONR 0108 Procuring Office Representatives

In order to expedite administration of this contract, the Administrative Contracting Officer should direct inquiries to the appropriate office listed below. Please do not direct routine inquiries to the person listed in Item 20A on Standard Form 26.

Contract Negotiator -- Kenesha Y. Hargrave, W1275A, BD0251, (703) 696-5345, 426-5345, and Email address: kenesha.y.hargrave@navy.mil

(If initial response to contract negotiator's email goes unanswered after 3 business days or the contractor knows the previous negotiator has left ONR, forward message to N/A.)

Inspection and Acceptance -- Dr. Ravindra Athale, W1121, Code312, (703) 696-0113, 426-0113, and Email Address: ravindra.athale@navy.mil

Security Matters - Ms. Diana Pacheco, ONR 43, (703) 696 8177, DSN 426 8177, E-Mail Address: diana.pacheco@navy.mil

Patent Matters - Mr. John Forrest, ONR 00CC, (703) 696-4000, DSN 426-4000, E-Mail Address john.forrest@navy.mil

The Administrative Contracting Officer will forward invention disclosures and reports directly to Corporate Counsel (Code 00CC), Office of Naval Research, Department of the Navy, 875 North Randolph St. Arlington, VA 22203-1995. The Corporate Counsel will return the reports along with a recommendation to the Administrative Contracting Officer. The Corporate Counsel will represent the Contracting Officer with regard to invention reporting matters arising under this contract.

ONR 0112 Type of Contract

This is a cost-plus-fixed-fee completion contract.

ONR 0132 Payment of Allowable Costs

As consideration for the proper performance of the work and services required under this contract, the Contractor shall be paid as follows:

Costs, as provided for under the contract clause entitled "Allowable Cost and Payment," shall not exceed the amount set forth as "Estimated Cost" in Section B, and is subject to the contract clause entitled "Limitation of Cost" or "Limitation of Funds" whichever is applicable.

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SECTION H - Special Contract Requirements

ONR 0036 Individual Subcontracting Plan

The Contractor's Individual Subcontracting Plan entitled "Panavision Federal Systems, LLC, Individual Small Business and Small Disadvantaged Business Subcontracting Plan", dated 14 August 2013, is incorporated herein as Attachment Number 2 to the contract.

ONR 5252,204-9722 Electronic Document Access (APR 2012)

The Office of Naval Research (ONR) award and modification documents are now available via the Electronic Document Access System (EDA). EDA is a web-based system that provides secure online access, storage, and retrieval of awards and modifications to Department of Defense (DoD) employees and vendors. An ONR representative will enter the contact information for vendor notification of up to two (2) vendor representatives into EDA for each contract. Once an executed ONR contract document is loaded into EDA, the designated vendor representative(s) will automatically receive an email notification that the document is available in EDA. The vendor is responsible for retrieving the document from EDA; ONR will no longer mail hard copies to vendors.

Each vendor is responsible for providing ONR with their vendor representatives' contact information as well as any changes to their contact information for each ONR contract. Vendors shall submit EDA vendor representative contact information changes to the cognizant ONR Contract Specialist or Contracting Officer of each ONR contract. Each request to change EDA vendor representative contact information shall include the following information:

- 1. Contract number
- 2. Email address
- 3. First name
- 4. Last name
- 5. Organization

Users must be aware that EDA inactivates user accounts for non-use after 90 days. Failure to use your account will result in inactivation. A password reset and EDA POC approval is required to reactivate account.

ONR 5252,237-9705 Key Personnel (DEC 1988)

- (a) The Contractor agrees to assign to the contract tasks those persons whose resumes were submitted with its proposal and who are necessary to fulfill the requirements of the contract as "key personnel". No substitutions may be made except in accordance with this clause.
- (b) The Contractor understands that during the first ninety (90) days of the contract performance period, no personnel substitutions will be permitted unless these substitutions are unavoidable because of the incumbent's sudden illness, death or termination of employment. In any of these events, the Contractor shall promptly notify the Contracting Officer and provide the information described in paragraph (c) below. After the initial ninety (90) day period the Contractor must submit to the Contracting Officer all proposed substitutions, in writing, at least—thirty (30) days in advance forty-five (45) days if security clearance must be obtained, of any proposed substitution and provide the information required by paragraph (c) below.
- (c) Any request for substitution must include a detailed explanation of the circumstances necessitating the proposed substitution, a resume for the proposed substitute, and any other information requested by the Contracting Officer. Any proposed substitute must have qualifications equal to or superior to the qualifications of the incumbent. The Contracting Officer or his/her authorized representative will evaluate such requests and promptly notify the Contractor in writing of his/her approval or disapproval thereof.

Contract Number: N00014-13-C-0378 Page 6 of 15 (d) In the event that any of the identified key personnel cease to perform under the contract and the substitute is disapproved, the contract may be immediately terminated in accordance with the Termination clause of the contract.

The following are identified as key personnel:

Principal Investigator Senior Software Engineer



ONR 5252.242-9718 Technical Direction (FEB 2002)

- (a) Performance of the work hereunder is subject to the technical direction of the Program Officer/COR designated in this contract, or duly authorized representative. For the purposes of this clause, technical direction includes the following:
- (1) Direction to the Contractor which shifts work emphasis between work areas or tasks, requires pursuit of certain lines of inquiry, fills in details or otherwise serves to accomplish the objectives described in the statement of work;
- (2) Guidelines to the Contractor which assist in the interpretation of drawings, specifications or technical portions of work description.
- (b) Technical direction must be within the general scope of work stated in the contract. Technical direction may not be used to:
- (1) Assign additional work under the contract;
- (2) Direct a change as defined in the contract clause entitled "Changes";
- (3) Increase or decrease the estimated contract cost, the fixed fee, or the time required for contract performance; or
- (4) Change any of the terms, conditions or specifications of the contract.
- (c) The only individual authorized to in any way amend or modify any of the terms of this contract shall be the Contracting Officer. When, in the opinion of the Contractor, any technical direction calls for effort outside the scope of the contract or inconsistent with this special provision, the Contractor shall notify the Contracting Officer in writing within ten working days after its receipt. The Contractor shall not proceed with the work affected by the technical direction until the Contractor is notified by the Contracting Officer that the technical direction is within the scope of the contract.
- (d) Nothing in the foregoing paragraphs may be construed to excuse the Contractor from performing that portion of the work statement which is not affected by the disputed technical direction.

ONR 5252.242-9720 CONTRACTING OFFICER'S REPRESENTATIVE (COR) (SEP 1996)

The COR for this contract is:

Name: Dr. Ravindra Athale

Code: 312

Mailing Address: 875 North Randolph Street, Suite 1121

Arlington, Va. 22203-1995

Telephone No: (703)696-0113

The COR will act as the Contracting Officer's representative for technical matters, providing technical direction and discussion as necessary with respect to the specification or statement of work, and monitoring

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the progress and quality of contractor performance. The COR is not an Administrative Contracting Officer and does not have authority to take any action, either directly or indirectly, to change the pricing, quantity, quality, place of performance, delivery schedule, or any other terms and conditions of the contract (or delivery order), or to direct the accomplishment of effort which goes beyond the scope of the statement of work in the contract (or delivery order).

When, in the opinion of the contractor, the COR requests effort outside the existing scope of the contract (or delivery order), the contractor shall promptly notify the contracting officer (ordering officer) in writing. No action shall be taken by the contractor until the contracting officer (or ordering officer) has issued a modification to the contract (or delivery order) or has otherwise resolved the issue.

In the absence of the COR named above (due to reasons such as leave, illness, official travel), all responsibilities and functions assigned to the COR shall be the responsibility of the alternate COR acting on behalf of the COR.

SECTION I - Contract Clauses

FAR 52.202-1 Definitions. (JAN 2012)

FAR 52.203-3 Gratuities. (APR 1984)

FAR 52.203-5 Covenant Against Contingent Fees. (APR 1984)

FAR 52.203-6 Restrictions on Subcontractor Sales to the Government. (SEP 2006)

FAR 52.203-7 Anti-Kickback Procedures. (OCT 2010)

FAR 52.203-8 Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity. (JAN 1997)

FAR 52.203-10 Price or Fee Adjustment for Illegal or Improper Activity. (JAN 1997)

FAR 52.203-12 Limitation on Payments to Influence Certain Federal Transactions. (OCT 2010)

FAR 52,203-13 Contractor Code of Business Ethics and Conduct. (APR 2010)

FAR 52.204-2 Security Requirements. (AUG 1996)

FAR 52.204-13 Central Contractor Registration Maintenance (DEC 2012)

FAR 52.208-9 Contractor Use of Mandatory Sources of Supply or Services. (OCT 2008)

FAR 52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment. (DEC 2010)

FAR 52.209-9 Updates of Publicly Available Information Regarding Responsibility Matters. (FEB 2012)

FAR 52.209-10 Prohibition on Contracting with Inverted Domestic Corporations. (MAY 2012)

FAR 52.210-1 Market Research. (APR 2011)

FAR 52.215-2 Audit and Records - Negotiation. (OCT 2010)

FAR 52.215-8 Order of Precedence - Uniform Contract Format. (OCT 1997)

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FAR 52.215-14 Integrity of Unit Prices. (OCT 2010)

FAR 52.215-20 Requirements for Certified Cost or Pricing Data or Data Other Than Cost or Pricing Data. (OCT 2010)

FAR 52.215-21 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data - Modifications. (OCT 2010)

FAR \$2.215-23 Limitations on Pass-Through Charges. (OCT 2009)

FAR 52.216-7 Allowable Cost and Payment. (JUN 2011)

FAR 52.216-8 Fixed Fee. (JUN 2011)

FAR 52.216-24 Limitation of Government Liability. (APR 1984)

FAR 52.219-4 Notice of Price Evaluation Preference for HUBZone Small Business Concerns. (JAN 2011)

FAR 52.219-8 Utilization of Small Business Concerns. (JAN 2011)

FAR 52.219-9 Small Business Subcontracting Plan. (JAN 2011)

FAR 52.219-25 Small Disadvantaged Business Participation Program-Disadvantaged Status and Reporting. (DEC 2010)

FAR 52.219-28 Post-Award Small Business Program Rerepresentation. (APR 2012)

FAR 52.222-2 Payment for Overtime Premiums. (JUL 1990)

FAR 52,222-3 Convict Labor. (JUN 2003)

FAR 52.222-21 Prohibition of Segregated Facilities. (FEB 1999)

FAR 52.222-26 Equal Opportunity. (MAR 2007)

FAR 52,222-35 Equal Opportunity for Veterans. (SEP 2010)

FAR 52,222-36 Affirmative Action for Workers with Disabilities. (OCT 2010)

FAR 52.222-37 Employment Reports on Veterans. (SEP 2010)

FAR 52.222-42 Statement of Equivalent Rates for Federal Hires. (MAY 1989)

FAR 52.222-50 Combating Trafficking in Persons. (FEB 2009)

FAR 52.222-54 Employment Eligibility Verification. (JUL 2012)

FAR 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving. (AUG 2011)

FAR 52.225-13 Restrictions on Certain Foreign Purchases. (JUN 2008)

FAR 52.227-1 Authorization and Consent. (DEC 2007)

FAR 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement. (DEC 2007)

FAR 52.227-11 Patent Rights-Ownership by the Contractor, (DEC 2007)

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FAR 52,228-7 Insurance - Liability to Third Persons. (MAR 1996)

FAR 52.230-2 Cost Accounting Standards. (MAY 2012)

FAR 52,230-3 Disclosure and Consistency of Cost Accounting Practices. (MAY 2012)

FAR 52.230-6 Administration of Cost Accounting Standards. (JUN 2010)

FAR 52,232-9 Limitation on Withholding of Payments. (APR 1984)

FAR 52.232-17 Interest. (OCT 2010)

FAR 52,232-18 Availability of Funds. (APR 1984)

FAR 52.232-20 Limitation of Cost. (APR 1984)

FAR 52.232-22 Limitation of Funds. (APR 1984)

FAR 52,232-23 Assignment of Claims. (JAN 1986)

FAR 52.232-25 Prompt payment. (OCT 2008)

FAR 52.232-33 Payment by Electronic Funds Transfer - Central Contractor Registration. (OCT 2003)

FAR 52,232-34 Payment by Electronic Funds Transfer - Other than Central Contractor Registration. (MAY 1999)

FAR 52.233-1 Disputes. (JUL 2002)

FAR 52.233-3 Protest after Award. (AUG 1996)

FAR 52.237-2 Protection of Government Buildings, Equipment, and Vegetation. (APR 1984)

FAR 52,237-3 Continuity of Services. (JAN 1991)

FAR 52,239-1 Privacy or Security Safeguards. (AUG 1996)

FAR 52,242-1 Notice of Intent to Disallow Costs. (APR 1984)

FAR 52.242-3 Penalties for Unallowable Costs. (MAY 2001)

FAR 52,242-4 Certification of Final Indirect Costs. (JAN 1997)

FAR 52,242-13 Bankruptcy. (JUL 1995)

FAR 52,244-2 Subcontracts. (OCT 2010)

FAR 52.244-5 Competition in Subcontracting. (DEC 1996)

FAR 52,244-6 Subcontracts for Commercial Items. (DEC 2010)

(a) Definitions. As used in this clause--

"Commercial item" has the meaning contained in Federal Acquisition Regulation 2.101, Definitions.

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- "Subcontract" includes a transfer of commercial items between divisions, subsidiaries, or affiliates of the Contractor or subcontractor at any tier.
- (b) To the maximum extent practicable, the Contractor shall incorporate, and require its subcontractors at all tiers to incorporate, commercial items or non-developmental items as components of items to be supplied under this contract.
- (c)(1) The Contractor shall insert the following clauses in subcontracts for commercial items:
 - (i) 52.203-13, Contractor Code of Business Ethics and Conduct (APR 2010) (Pub. L. 110-252, Title VI, Chapter 1 (41 U.S.C. 251 note)), if the subcontract exceeds \$5,000,000 and has a performance period of more than 120 days. In altering this clause to identify the appropriate parties, all disclosures of violation of the civil False Claims Act or of Federal criminal law shall be directed to the agency Office of the Inspector General, with a copy to the Contracting Officer.
 - (ii) 52.203-15, Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (JUN 2010) (Section 1553 of Pub. L. 111-5), if the subcontract is funded under the Recovery Act.
 - (iii) 52.219-8, Utilization of Small Business Concerns (DEC 2010) (15 U.S.C. 637(d)(2) and (3)), in all subcontracts that offer further subcontracting opportunities. If the subcontract (except subcontracts to small business concerns) exceeds \$650,000 (\$1.5 million for construction of any public facility), the subcontractor must include 52.219-8 in lower tier subcontracts that offer subcontracting opportunities.
 - (iv) 52.222-26, Equal Opportunity (MAR 2007) (E.O. 11246).
 - (v) 52.222-35, Equal Opportunity for Veterans (SEP 2010) (38 U.S.C. 4212(a)).
 - (vi) 52.222-36, Affirmative Action for Workers with Disabilities (OCT 2010) (29 U.S.C. 793).
 - (vii) 52.222-40, Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) (E.O. 13496), if flow down is required in accordance with paragraph (f) of FAR clause 52.222-40.
 - (viii) 52.222-50, Combating Trafficking in Persons (FEB 2009) (22 U.S.C. 7104(g)).
 - (ix) 52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006) (46 U.S.C. App. 1241 and 10 U.S.C. 2631), if flow down is required in accordance with paragraph (d) of FAR clause 52.247-64.
 - (2) While not required, the Contractor may flow down to subcontracts for commercial items a minimal number of additional clauses necessary to satisfy its contractual obligations.
- (d) The Contractor shall include the terms of this clause, including this paragraph (d), in subcontracts awarded under this contract.

(End of clause)

FAR 52.245-1 Government Property. (APR 2012)

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FAR 52.245-9 Use and Charges. (AUG 2010)

FAR 52.246-23 Limitation of Liability. (FEB 1997)

FAR 52.246-25 Limitation of Liability - Services. (FEB 1997)

FAR 52.249-6 Termination (Cost-Relmbursement). (MAY 2004)

FAR 52.249-14 Excusable Delays. (APR 1984)

FAR 52.251-1 Government Supply Sources. (APR 2012)

FAR 52.252-2 Clauses Incorporated by Reference. (FEB 1998)

This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the Contracting Officer will make their full text available. Also, the full text of a clause may be accessed electronically at this/these address(es): [Insert one or more Internet addresses]

(End of clause)

FAR 52,252-6 Authorized Deviations in Clauses. (APR 1984)

- (a) The use in this solicitation or contract of any Federal Acquisition Regulation (48 CFR Chapter I) clause with an authorized deviation is indicated by the addition of "(DEVIATION)" after the date of the clause.
- (b) The use in this solicitation or contract of any [insert regulation name] (48 CFR []) clause with an authorized deviation is indicated by the addition of "(DEVIATION)" after the name of the regulation.

(End of clause)

FAR 52.253-1 Computer Generated Forms. (JAN 1991)

DFAR 252,201-7000 Contracting Officer's Representative. (DEC 1991)

DFAR 252,203-7000 Requirements Relating to Compensation of Former DoD Officials. (SEP 2011)

DFAR 252,203-7001 Prohibition on persons convicted of fraud or other defense-contract-related felonies: (DEC 2008)

DFAR 252,203-7002 Requirement to Inform Employees of Whistleblower Rights, (JAN 2009)

DFAR 252,204-7000 Disclosure of Information. (DEC 1991)

DFAR 252,204-7003 Control of Government Personnel Work Product. (APR 1992)

DFAR 252,204-7004 Alternate A, Central Contractor Registration. (SEP 2007)

DFAR 252,204-7005 Oral Attestation of Security Responsibilities. (NOV 2001)

DFAR 252,204-7006 Billing Instructions. (OCT 2005)

DFAR 252,204-7008 Export-Controlled Items. (APR 2010)

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DFAR 252.204-7010 Requirement for Contractor to Notify DoD if the Contractor's Activities are Subject to Reporting Under the U.S.-International Atomic Energy Agency Additional Protocol. (JAN 2009)

DFAR 252.209-7001 Disclosure of Ownership or Control by the Government of a Terrorist Country. (JAN 2009)

DFAR 252.209-7004 Subcontracting with Firms That Are Owned or Controlled by the Government of a Terrorist Country. (DEC 2006)

DFAR 252.211-7003 Item Identification and Valuation. (JUN 2011)

DFAR 252.21 I-7007 Reporting of Government-Furnished Equipment in the DoD Item Unique Identification (IUID) Registry. (NOV 2008)

DFAR 252.215-7002 Cost Estimating System Requirements. (DEC 2012)

DFAR 252.217-7026 Identification of Sources of Supply. (NOV 1995)

DFAR 252,219-7003 Small Business Subcontracting Plan (DoD Contracts). (JUN 2012)

DFAR 252.222-7006 Restrictions on the Use of Mandatory Arbitration Agreements. (DEC 2010)

DFAR 252.223-7001 Hazard Warning Labels. (DEC 1991)

DFAR 252.223-7004 Drug-Free Work Force. (SEP 1988)

DFAR 252.223-7007 Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives. (SEP 1999)

DFAR 252.225-7002 Qualifying Country Sources as Subcontractors. (DEC 2012)

DFAR 252.225-7012 Preference for Certain Domestic Commodities. (DEC 2012)

DFAR 252.225-7013 Duty-Free Entry. (JUN 2012)

DFAR 252.227-7013 Rights in Technical Data-Noncommercial Items. (FEB 2012)

DFAR 252,227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation. (FEB 2012)

DFAR 252,227-7016 Rights in bid or proposal information. (JAN 2011)

DFAR 252,227-7019 Validation of Asserted Restrictions--Computer Software. (SEP 2011)

DFAR 252.227-7025 Limitations on the Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends. (MAR 2011)

DFAR 252,227-7027 Deferred Ordering of Technical Data or Computer Software. (APR 1988)

DFAR 252,227-7030 Technical Data - Withholding of Payment. (MAR 2000)

DFAR 252.227-7037 Validation of Restrictive Markings on Technical Data. (JUN 2012)

DFAR 252.231-7000 Supplemental Cost Principles. (DEC 1991)

DFAR 252.232-7003 Electronic Submission of Payment Requests and Receiving Reports. (JUN 2012)

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DFAR 252.235-7003 Frequency Authorization. (DEC 1991)

DFAR 252.235-7010 Acknowledgment of Support and Disclaimer. (MAY 1995)

DFAR 252,235-7011 Final Scientific or Technical Report. (NOV 2004)

DFAR 252,239-7001 Information Assurance Contractor Training and Certification. (JAN 2008)

DFAR 252.242-7004 Material Management and Accounting System. (MAY 2011)

DFAR 252,242-7005 Contractor Business Systems. (FEB 2012)

DFAR 252.242-7006 Accounting System Administration. (FEB 2012)

DFAR 252,243-7002 Requests for equitable adjustment. (DEC 2012)

DFAR 252,244-7001 Contractor Purchasing System Administration. (JUN 2012)

DFAR 252,245-7001 Tagging, Labeling, and Marking of Government-Furnished Property (APR 2012)

DFAR 252.245-7002 Reporting Loss of Government Property. (APR 2012)

DFAR 252,245-7003 Contractor Property Management System Administration (APR 2012)

DFAR 252,246-7000 Material Inspection and Receiving Report. (MAR 2008)

DFAR 252,246-7001 Warranty of Data. (DEC 1991)

DFAR 252.247-7023 Transportation of Supplies by Sea. (MAY 2002)

SECTION J - List of Documents, Exhibits and Other Attachments

Attachment Number	Attachment Title	Date	Number of Pages	Document Version
Enclosure !	CDRL Instructions for Distribution	06/24/2013	2	BASE
Exhibit A	Contract Data Requirements List	06/24/2013	3	BASE
1	Statement of Work	06/24/2013	2	BASE
2	Individual Subcontracting Plan	06/24/2013	8	BASE
3	SF298 Report Documentation Page	06/24/2013	I	BASÉ

Contract Number: N00014-13-C-0378

Page 14 of 15

SECTION K - Representations, Certifications, and Other Statements of Bidders

ONR 0049 ONR and SAM Reps and Certs

The Contractor's SAM validation dated from: March 27, 2013 to March 27, 2014 is hereby incorporated into this contract by reference. ONR Contract Specific Representations and Certifications, dated 17 June 2013 are hereby incorporated by reference.

Contract Number: N00014-13-C-0378 Page 15 of 15

ENCLOSURE NUMBER 1 CONTRACT DATA REQUIREMENTS LIST INSTRUCTIONS FOR DISTRIBUTION

DISTRIBUTION OF TECHNICAL REPORTS AND FINAL REPORT (A SF 298 must accompany the final report)

		NUMBER OF COPIES			
ADDRESSEE	DODAAC	UNCLASSIFIED / UNLIMITED	UNCLASSIFIED/ LIMITED AND CLASSIFIED		
Program Officer: Dr. Ravindra Athale ONR Code: 312 E-Mail: ravindra.athale@navy.mil	N00014	1	ı		
Administrative Contracting Officer*	S0512A	1	1		
Director, Naval Research Lab Attn: Code 5596 4555 Overlook Avenue, SW Washington, D.C. 20375-5320 E-mail: reports@library.nrl.navy.mil	N00173	1	1		
Defense Technical Information Center 8725 John J. Kingman Road STE 0944 Ft. Belvoir, VA 22060-6218 E-mail: tr@dtic.mil	HJ4701	1	1		

^{*} Send only a copy of the transmittal letter to the Administrative Contracting Officer, do not send actual reports to the Administrative Contracting Officer.

ELECTRONIC SUBMISSIONS OF TECHNICAL REPORTS IS PREFERRED AND ENCOURAGED. ELECTRONIC SUBMISSION SHOULD BE SENT TO THE E-MAIL ADDRESSES PROVIDED IN THE ABOVE TABLE, HOWEVER PLEASE NOTE THE FOLLOWING:

- Only Unlimited/Unclassified document copies may be submitted by e-mail.
- Unclassified/Limited has restricted distribution and a classified document (whether in its entirety or partially) is to be distributed in accordance with classified material handling procedures.
- Electronic submission to DIRECTOR, NAVAL RESEARCH LAB, shall be unclassified/unlimited reports and 30 pages or less. If unclassified and more than 30 pages, hardcopies of reports must be mailed.
- Electronic submission to DTIC shall be unclassified/unlimited reports. If submission is for limited documents please send them in on a disk or sign up for DTIC's web-based document submission system at http://www.dtic.mil. DTIC prefers .pdf, .tif, and .ps files; however, other formats will also be accepted. NOTE: DTIC can no longer accept the following file types via email: password protected, zipped or compressed files, file with the extensions: *.vbs, *.cmd, *.exe, *.bat, *.com, *.mp3, *.emi and *.dll.

If the Program Officer directs, the Contractor shall make additional distribution of technical reports in

accordance with a supplemental distribution list provided by the Program Officer.

DISTRIBUTION OF PROGRESS REPORTS, which are NOT, Technical Reports

The minimum distribution for reports that are not technical reports is as follows:

		NUMBER	OF COPIES
ADDRESSEE	DODAAC CODE	UNCLASSIFIED / UNLIMITED	UNCLASSIFIED/ LIMITED AND CLASSIFIED
Program Officer: Dr. Ravindra Athale ONR Code 312 E-Mail: ravindra athale@navy.mil Office of Naval Research 875 North Randolph St. Suite, 1121 Arlington, VA 22203-1995	N00014	1	1
Administrative Contracting Officer*	S0512A	1	1

^{*}Send only a copy of the transmittal letter to the Administrative Contracting Officer; do not send actual reports to the Administrative Contracting Officer.

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Form Approved

Attachment Number 1

Statement of Work

"Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (AMDS)"
High Throughput Networking Infrastructure (HTNI)
Task Order 0002

1.0 BACKGROUND

The United States Navy has a critical need that exists for functional software in support of the Affordable Modular Photonics Mast (AMPPM) for the next generation Photonic Submarine Mast. The AMPPM Demonstration Software (AMDS) shall provide the following functionalities: (1) Panoramic Capabilities; (2) High Resolution Capabilities; (3) Camera/High Resolution Module (HRM); (4) Display Functions, (5) Status Display; (6) raw recording of all capabilities; (7) Operating System shall be Linux based; (8) External Interface(s) to Ship's system(s); (9) Control Interface; and (10) HD-SDI Video Port(s).

2.0 SCOPE

The contractor shall design, model, code, functionality test, and deliver the Modular Photonics Mast Housing (MPMH) demonstration software.

3.0 REQUIREMENTS

The contractor shall perform the following tasks:

3.1 SYSTEM CONSIDERATIONS

The contractor shall perform architecture trade studies, performance trade studies; develop the System Subsystem Documents and subsystem specifications in support of the software development and documentation tasks.

3.2 IMAGE PROCESSING

The contractor shall model, code, debug, and performance tune the developed Module Photonics Mast (MPM) software. This task includes visible image pipeline, the Modular Wave Infrared (MWIR) image pipeline, panoramic processing of visible and Laser Wave Infrared (LWIR) video, recording high resolutions, low resolution images, high resolution object tracking, and passive distance measuring routines.

3.3 GRAPHICAL USER INTERFACE (GUI)

The contractor shall provide a Graphical User Interface (GUI) to provide the human interface to the Module Photonics Mast (MPM) system. The contractor shall support dual and multi monitor display of panoramic video and high resolution display and control of the GUI. The contractor shall provide surfing through visible and MWIR video/images that rectified and aligned to each

Statement of Work Attachment Number 1 Contract Number: N00014-13-C-0375 Page 1 of 2 other for the GUI. The contractor shall support high and low resolution recording of images and video for storage and recall for display of the GUI.

3.4 SYSTEM INTEGRATION AND TEST

The contractor shall integrate and test the complete software package with the developed MPM hardware.

4.0 DELIVERABLES

The Contractor shall deliver the following items:

- -Monthly Technical/Financial Progress Reports
- -Preliminary Design Review (PDR) Report
- -AMPPM Sub System Specifications Report
- -Critical Design Review (CDR) Report
- -Factory Acceptance Test Procedures Report
- -Final Report
- -Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)



Individual Small Business and Small Disadvantaged Business Subcontracting Plan – Rev 2

Date: 14 August 2013

Contractor: Panavision Federal Systems, LLC

Address: 9340 De Soto Ave, Chatsworth, CA 91311

Solicitation No: ONR-BAA-13-001

Item/Service: AMPM Demonstration Software

Contract Value: \$2,158,917

Period of Performance: 1 August 2013 through 30 June 2016 - Three (3) Years

1. 0 PFS POLICY STATEMENT

It is the Policy and commitment of Panavision Federal Systems, LLC to promote opportunities to compete for subcontract awards under Government Funded Programs with:

- 1. Small Business Concerns (SB)
- Small Business Concerns Owned and Controlled by Service Disabled Veterans (SDVO)
- 3. Small Business Concerns Certified to be In a Historically Underutilized Business Zone (HZSB)
- 4. Small Business Concerns Owned and controlled by Socially and Economically Disadvantaged Individuals (SDB)
- 5. Small Business Concerns Owned and Controlled by Women (WOSB)

PFS is committed to the intent, requirements and objectives of the Small Business Act (Public Law 85-536, as amended) and related laws and regulations which promote participation in Federal based procurements for identified groups and individuals.

The Federal Government's role in promoting subcontracting assistance to small business concerns is seen in several groundbreaking laws, Pubic Law 95-907 requires the inclusion of the Federal Acquisition Regulation (FAR) Clause 52.219-8 entitled "Utilization of Small Business Concerns" in qualifying solicitations and contracts when the contract amount is expected to be over the simplified acquisition threshold and requires the inclusion of FAR 52.219-9 entitled "Small Business Subcontracting Plan" in all subcontracts over \$650,000 (or construction subcontracts over \$1.5 million). The Small Business Act incorporates the Public Laws that establish the various procurement goals for agencies of the U.S. Government:

The following, together with any attachments, is hereby submitted as a Subcontracting Plan Goals to satisfy the applicable requirements of Public Law 95-507 as implemented by Federal Acquisition Regulation (FAR) 19.702.

The following dollar and percentage goals are applicable to the contract awarded value and subcontracting amount under Solicitation ONR-BAA-13-001 when all options exercised based on material subcontracted.

Table I ~ Contract Value

Total Contract Value	\$2,158,917	Dollar Goal	Percentage Goal
Total Dollars to be Subcontracted	1898	-}	2.40%
Large Business Concerns		(0) (3)	0.97%
Small Business Concerns (all small businesses)		(2) (4.5)	1.43%
Small Disadvantage Business Concerns		(5) (6)	0.10%
Women Owned Small Business Concerns		[3) [4] L	0.46%
HUBZone Small Business Concerns			0.07%
Service-Disabled Veteran-Owned Small Business Concerns			0.07%

Table II - Subcontracting

Total Dollars to be Subcontracted	Dollar Goal	Percentage Goal
Total Dollars to be Subcontracted		
Large Business Concerns	(5) (6)	40.26%
Small Business Concerns (all small businesses)	(b) (4)	59.74%
Small Disadvantage Business Concerns	(5)	5.0%
Women Owned Small Business Concerns	(4) 14)	19.31%
HUBZone Small Business Concerns		3.0%
Service-Disabled Veteran-Owned Small Business Concerns	(V)	3.0%

4.0 PRINCIPAL PRODUCTS AND SERVICES

The principal products and services to be subcontracted under the referenced prime contract or subcontract, (not required when commercial business is operating under the guidelines of the division-wide subcontracting plan) and those areas where PFS plans to use Small Business Concerns are describe below:

Products/	LB %	SB %	HZSB %	SDB %	WOSB %	SDVO %
Services %						
Subcontractor	40.26%	59.74%	3.0%	5.0%	19.31%	3.0%

PFS maintains an effective Small Business Program and provides to the Executive Management visibility of all program achievements. PFS will do the following in accordance with the FAR requirements:

- PFS Subcontracting Plan goals are to set forth in Paragraph 3.0 of this Plan. For
 each individual program, goals are expressed as a percentage of the total dollars
 forecasted to be subcontracted to SB, SDB, WOSB, HZSB, and SDVO concerns
 as subcontractors. PFS will include in SSR reporting a proportionate share of
 products and services that are normally allocated as indirect costs.
- For each individual program, subcontracting plan goals will be set forth in Paragraph 3.0 of this Plan expressed as total dollars planned to be subcontracted to SB, SDB, WOSB, HZSB, and SDVO concerns as subcontractors.
- A description of the principal products and services to be subcontracted and the types anticipated to be subcontracted to SB, SDB, WOSB, HZSB, and SDVO concerns as subcontractors for each individual program will be identified in Paragraph 4.0 of this Plan.
- Subcontracting Plan Goals are derived from a detailed examination of the prime
 or subcontract requirements within the Bill of Material (BOM) and other
 procurements records. This examination includes an in-depth evaluation of all
 goods and services required in support of the program to determine suitability for
 procurement from SB concerns.
- PFS uses a variety of resources in its attempt to locate viable companies to provide goods and services for solicitation purposes. A "Potential Small Business Supplier Database" is established and used to capture detailed information from supplier outreach programs such as trade fairs and conferences. Buyers additionally keep records of their "archive" contacts with potential small business suppliers, representative sources that PFS uses to identify Small Business Concerns include:

SBA Dynamic Small Business Search - http://dsbs.sba.gov/dsbs/dsp_dsbs.com

Department of Defense, Office of Small and Disadvantage Business Utilization - http://www.acq.osd.mil/sadbu/

SBA HUBZone Program/Certified HUBZone Concerns and Outreach – https://eweb1.sba.gov/hubzone/internet/

DoD Western Regional Council for Small Business - http://www.dodwrc.org/

 PFS will use the System of Awards Management (SAM) web site to research and validate specific vendors for their business classification. (\$1,500,000 for construction of a public facility). Plans will be reviewed by the PFS SBAO for compliance with the plan required by FAR 52.219-9, "Small Business Subcontracting Plan" (FAR 19.704) and will be negotiated if necessary to bring them into compliance before being accepted and incorporated into the subcontract.

8.0 REPORTING AND COOPERATION

PFS will cooperate in any studies or surveys as may be required. PFS will implement the "Electronic Subcontracting Reporting System" (eSRS) (http://www.esrs.gov) for submitting the Individual and/or Summary Subcontracting Reports.

- Ensure that subcontractors with Subcontracting Plans under PFS' Prime contract agree to submit the ISR and/or SSR using eSRS
- Provide the PFS prime contract number, DUNS number, and e-mail address of the PFS official responsible for acknowledging or rejecting the reports to all firsttier subcontractors with Subcontracting Plans, so they can enter this information into the eSRS when they submit their ISR reports.

9.0. RECORD KEEPING

PFS will maintain records concerning procedures that have been adopted to comply with the requirements and goals in the Plan. In addition:

- PFS maintains a list of suppliers within its procurement system. Data collected for each vendor includes business size and status (SB, SDVO, HZSB, and WOSB) and status changes. In addition, data is collected on each commodity procured by; commodity, category, selected supplier, purchase order number and date, purchase quantity and purchase price. Each buyer has access to the SAM/SBA Dynamic Small Business Search and HUBZone web sites as a resource to locate small business sources.
- PFS SBAO maintains records of contact by PFS representatives with potential new suppliers at procurement conferences, seminars, trade fairs and other functions, the Small Business Administration and other prime contractors in attempts to seek out additional qualified or qualifiable small business concerns. These records are available to all Buyers through an electronic "Potential Small Business Supplier" database.
- The procurement file mandated by PFS Procurement Department is one record on a given procurement. The company document authorizing Material to procure is consistent with the Purchasing Department Policy is a Purchase E-Requisition. The buyer documents on the PR and in the Subcontract or Purchase Order Case File (when required) all contacts, including expressions of interest and solicitations (including those to Small Business Concerns), the awarded entity and why any entities solicited may not have been suitable for the award.
- PFS SBAO maintains records of outreach efforts to contact trade associations, business development organizations, veterans service organizations,

PFS-SUBPLAN-INDIVIDUAL

Agency:	
Signature:	
Typed Name:	
Typed (taile.	
Title:	
Date:	

NAME: Panavision Federal Systems

File Name: PVSN Created: 22-Jul-13

Last Revised:

Contract Number N00014-13-C-0375

Modification Number

Contract Value \$2,158,917.00

Period of Performance (Months) 36

Total Estimated Cost (TEC)

Fixed Fee (FF)

Total Funded to Date (TOTF) \$0.00

Funding this Increment (FI) \$212,000.00

DO NOT CHANGE FIGURES BELOW THIS POINT

Steps:

FF/TEC = 0.0682 ratio

FI+TOTF = (b) (d) new total funding

NEW TOT FUND/RATIO = New Cost

NEW TOT FUND-NEW COST = New Fee

EST TIME FUNDS WILL LAST = 3.5351

Contract Distribution Sheet

CR Number:	13PR05172-00	
Contract Number:	N0001413C0375	
Specialist:	NO NEG ONR:	
Modification Number		
Distribution Date:	SEP 1 1 2013	Distributed By:
PCO, ONR A	rlington (Original)	Distributed By: EDA DONN'S dallary of Construction of Constru
Contractor (D	uplicate Original)	Duris incover
Short Contractor Cod	e and Address:	EDY MINGRAM
PVSN		W. W. St. O.
	ERAL SYSTEMS, LL	
21300 VICTORY BL		CM ² /
WOODLAND HILL	S, CA 91367-2602 US	7 /
_ ACO		
ACO MILSCAP Cod	e and Address:	
S0512A		
DCMA LOS ANGEI	LES-S0512A	
P.O. BOX 9608		
MISSION HILLS, C.	A 91346-9608 US	
Payment Offi	ce	
DODAAD Code and	Address:	
HQ0339		
DFAS COLUMB WI	EST ENTL-HQ0339	
PO BOX 182381	_	
COLUMBUS, OH 43	3218-2381 US	
ONR:		
00CC		
Program Offic	cer: ATHALE, DR. F	AVINDRA ANANT, ONR Other
. 		

AMENDMENT OF SOLICITATION/MODIFIC	ATION OF CONTRACT	1, CON1	RACY ID CODE	PAGE OF PAGES		
2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION	PURCHASE REO, NO.	5. PROJECT NO. (II	applicable)	
P00001	See Block 16C	14PR01574	-00			
6, ISSUED BY CODE	N00014	7. ADMINISTERI	ED BY (If other than Item 6)	CODE SO512A		
Office of Naval Research		DCMA LOS	ANGELES			
Andrew Gordon (703) 696-5356		P.O. BOX				
Email: andrew.c.gordon.ctr@n	avy.mil	MISSION 8	HILLS CA 91346-960	8		
875 North Randolph Street Arlington, VA 22203-1995						
Arrington, va 22200-1995		i				
8, NAME AND ADDRESS OF CONTRACTOR (No., Street	Locunty, State and ZIP Code)	(x) 9A. AMENDM	ENT OF SOLICITATION NO.	·		
PANAVISION FEDERAL SYSTEMS, I	uc					
9340 De Soto Ave		SB. DATED (S	SEE ITEM 11)			
Chatsworth CA 913114926						
		ION MODER	TATION OF CONTRACTIONS IN	<u> </u>	·	
\cap	MAPTAL	× N00014-	CATION OF CONTRACTIONDER N 13-C-0375	.		
() i ·	MOMAL					
		108. DATED	(SEE ITEM 13)			
COD€ 326T5	FACILITY CODE	09/11/	2013			
	11. THIS ITEM ONLY APPLIES TO	MENDMENTS OF	SOLICITATIONS			
The above numbered solicitation is amended as set for	,			nded. 🗀 is not exten		
Offers must acknowledge receipt of this amendment p Items 8 and 15, and returning co	prior to the hour and date specified in the pies of the amendment; (b) By acknowle				•	
separate feller or telegram which includes a reference				•		
THE PLACE DESIGNATED FOR THE RECEIPT OF						
virue of this amondment you desire to change an offe			t or letter, provided each telegram o	r letter makos		
relatence to the solicitation and this amendment, and 12 ACCOUNTING AND APPROPRIATION DATA (if rec	- C - M	: Increase	. 90	980,617.00		
1741319-W3F3-255-RA-313-0-06		ipHO	• •	200,011.00		
13. This Item only applies to M	ODIFICATION OF CONTRACTS/ORDE	S, IT MODIFIES T	HE CONTRACTIONDER NO. AS DE	Scribed in Item 14.		
CHECK ONE A THIS CHANGE ORDER IS ISSUED :					-	
ORDER NO. IN ITEM 10A.	PURSUANT TO: (Specify authority) THE	CHANGES SET F	ORTH IN ITEM 14 ARE MADE IN T	HE CONTRACT		
B, THE ABOVE NUMBERED CONTRAIN appropriation date, etc.) SET FORTI	CT/ORDER IS MODIFIED TO REFLECT H IN ITEM 14, PURSUANT TO THE AUT	THE ADMINISTRATION OF FAR	VTIVE CHANGES (such as changes i3.103(b).	In paying office,		
C. THIS SUPPLEMENTAL AGREEMEN						
C. THIS SUPPLEMENTAL AGREEMEN	II IS ENTENED INTO A DISONNE TO I	io (noan i ge.				
D. OTHER (Specify Type of modification	and authority)		······································	,,,		
X FAR 43.103(b) Unilat	**	d FAR 52.	232-22 "Limitation	of Funds"		
E. IMPORTANT: Contractor X is not	is required to sign this document or		copies to the issuin			
14. DESCRIPTION OF AMENDMENT/MODIFICATION				<u> </u>		
NAVRIS / SDN Number: 1101052		COLUMN CONCUERCES	THE STATE OF			
, , , , , , , , , , , , , , , , , , , ,						
					_	
The purpose of this modifica				he amount o	£	
\$980,617 to CLIN 0001 under	Contract Number N000	14-13-C-0	375.			
FOB: Destination						
Continued						
Except as provided herein, all terms and conditions of the	he document referenced in Hern 9A or 10				· 	
15A. NAME AND TITLE OF SIGNER (Type or print)		16A NAME AN	id title of contracting offi	CER (Type or print)		
		Lynnette	A. Desorcie			
158, CONTRACTOR/OFFEROR	15C. DATE SIGNED	151161		16C, t	DATE SIGNED	
		A *** * * * * * * * * * * * * * * * * *				
(Signature of person authorized to sign)	· 			11	Nec 13	
NSN 7540-01-152-6070				TANDARD FORM 30	REV. 10-83)	
Previous adition unusable				rescribed by GSA AR (48 CFR) 53,243		

CONTINUE TION OFFER	REFERENCE NO OF DOCUMENT BEING CONTINUED	PAGE	OF	_
CONTINUATION SHEET	NOO014-13-C-0375/p00001	2	د آ	
				

NAME OF OFFEROR OR CONTRACTOR
PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO.	SUPPLIES/SERVICES	QUANTIT	1 1	UNIT PRICE	AMOUNT
(A)	(B)	(C)	(D)	(E)	(F)
	Change Item 0001 to read as follows(amount shown is the total amount):				
		1		1	
0001	The Contractor shall furnish the necessary		1 1	þ	2,158,917.0
	personnel and facilities to conduct the research effort as described in Section C and provide	1	1		
	reports and data in accordance with Exhibit A.	ĺ	11		
	Award Type: Cost-plus-fixed-fee	1		ľ	
	Total Estimated Cost: (b) (4))	1 1	}	
	Fixed Fee:	{	1 1		
	Product/Service Code: AD92	(
	Add Item 000104 as follows:				
000104	Funding Request			1	
	ACRN: AD				
	(Amt: (NS (4))	1]	
		1		<u> </u>	
!	Accounting Summary		1)	1	
	AD	1		}	
	1741319-W3F3-255-RA-313-0-068342-2D03346-000-MP	<u> </u>		1	
	HO (b) (4) (c)			ļ	
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				- 1	

Effective as of the date of this modification:

1. Section G - "Contract Administration Data" - is hereby revised as follows (changes in bold):

SECTION G - Contract Administration Data

The following clause is incorporated by this modification.

Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		\$2,158,917.00
000101	Funding Request ACRN: AA	(0)/(4)/(10)	
000102	Funding Request ACRN: AB	(0) (4)	
801000	Funding Request ACRN: AC	(0)((4), (4)	(5)(2)
000104	Funding Request ACRN: AD	103.15.16.16	697
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)		
····		Total for Award	\$2,158,917.00

The following clause is revised by this modification as follows: ONR 0058 Allotment of Funds

(a)	It is	heret	y ura	ferstood	l and	agreed	that	this	contrac	t will	not	exceed	a total	amount	of \$2	,158,9	<i>)</i> 17;
inc	ludii	ng an	estim	ated cos	st of	b)(4)		and:	a fixed i	fce of	$\langle t \rangle$.(4)()-					

- (b) CLIN 0001 will not exceed a total amount of \$2,158,917; including an estimated cost of the cost of the cost of the cost of the contract is \$1,192,617; including an estimated cost of the contract is \$1,192,617; including an estimated cost of the cost of t
 - Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: 14PR01574-00							
Contract Number: N0001413C0375							
Specialist: GORDON, ANDREW C ONR: BD252							
Modification Number: P00001							
Distribution Date: DEC 1 1 2013 Distributed By: 400.63							
PCO, ONR Arlington (Original)							
Contractor (Duplicate Original) EOA ONLY							
Short Contractor Code and Address:							
PVSN							
PANAVISION FEDERAL SYSTEMS, LLC							
21300 YIETORY BLVD STE 840 WOODLAND HILLS, CA 91367-2602 US							
WOODLAND HIELS, CA 91307-2002 03							
ACO							
ACO MILSCAP Code and Address:							
S0512A							
DCMA LOS ANGELES-S0512A							
P.O. BOX 9608							
MISSION HILLS, CA 91346-9608 US							
Payment Office							
DODAAD Code and Address:							
HQ0339							
DFAS COLUMB WEST ENTL-HQ0339							
PO BOX 182381							
COLUMBUS, OH 43218-2381 US							
ONR:							
00CC							
Program Officer: ATHALE, DR. RAVINDRA ANANT, ONR Other							

AMENDMENT OF SOLICITATION/MODIF	CATION OF CONTR	ACT	1. CONTRACT ID CODE	PAGE	PAGE OF PAGES		
2, AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE		EQUISITION/PURCHASE RED. NO.	5 880,507	NO. (If applicable)		
P00002	See Block 1	_	PR01574-01	S. FROJECT	ты. (п анрисавіе)		
	See Liter 100				512A		
Office of Naval Research Andrew Gordon (703) 696-535 Email: andrew.c.gordon.ctr@ 875 North Randolph Street Arlington, VA 22203-1995	i6	₽.	MA LOS ANGELES O. BOX 9608 SSION HILLS CA 91346-	المبادة			
B. NAME AND ADDRESS OF CONTRACTOR (No., 16)	ool, county, State and ZIP Coo	(x)	BA. AMENDMENT OF SOLICITATION NO.		. <u></u>		
CAMBITOTOM BENDERT AVERDAGE	T.C.	120					
PANAVISION FEDERAL SYSTEMS, 3340 De Soto Ave	TILL	} }	98. DATED (SEE ITEM 11)				
Chatsworth CA 913114926			,				
nR	IGINA	×	10A MODIFICATION OF CONTRACTIONS NOO014-13-C-0375	DER NO.			
Or			108, DATED (SEE ITEM 13)				
CODE 326T5	FACILITY CODE		09/11/2013				
	11. THIS ITEM ONL	Y APPLIES TO AMEN	DMENTS OF SOLICITATIONS	· <u> </u>			
CHECK ONE A THIS CHANGE ORDER IS ISSUED ORDER NO. IN ITEM 10A	nd is received out to the c equired) MODIFICATION OF CON PURSUANT TO: (Specif	pening hour and date FRACTSXORDERS. IT y authority) THE CHA	Specified MODIFIES THE CONTRACT/ORDER NO. (NGES SET FORTH IN ITEM 14 ARE MAD	AS DESCRIBED IN IT	r		
appropriation date, etc.) SET FOR			ADMINISTRATIVE CHANGES (such es ch ITY OF FAR 43.103(b). ORITY OF:		·		
D. OTHER (Specify type of modification	on and authority)						
X FAR 43.103(b) Unila		ation					
E. IMPORTANT: Contractor Elia not.	☐ is required to sign t	his document and retu	ım 0 copies to the	Issuing Office.			
14 DESCRIPTION OF AMENDMENT MODIFICATION MAVRIS / SDN Number: 110105	2	•	ng solicitation/contract subject matter where) feasible.)			
The purpose of this modific		_					
clerical error in the ACRN under CLIN 0001 of the base	_						
under CLIM bool of the base this modification to the su							
000102 will read "AB" in li	_						
000103 will read "AC" in li							
Continued							
Except as provided herein, all terms and conditions of	f the document referenced	in Item 9A or 10A, as	heretofore changed, rémains unchanged a	nd in full force and eff	'ect		
15A. NAME AND TITLE OF SIGNER (Type or print)	····	11	BA. NAME AND TITLE OF CONTRACTING				
			ebecca Foster		Tank Disease		
158. CONTRACTOR/OFFEROR	15C. [PATË SIGNED) (18C. DATE SIGNED		
(Signature of person Bullharized to stan)			(Signature of Contracting Ottows	,			

NSN 7540-01-152-8070 Previous addion unusable STANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) \$3.243 CONTINUATION SHEET REFERENCE NO. OF DOCUMENT BEING CONTINUED

NOO014-13-C-0375/P00002

NAME OF OFFEROR OR CONTRACTOR
PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO.	SUPPLIES/SERVICES	QUANTITY UNI	. t	AMOUNT
(A)	(B)	(C) (D)) (E)	(F)
	Change Item 0001 to read as follows(amount shown is the total amount):			
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Product/Service Code: AD92			2,158,917.0
į	Change Item 000101 to read as follows:			
000101	Funding Request ACRN: AA			
	Change Item 000102 to read as follows:			
000102	Funding Request ACRN: AB			
	Change Item 000103 to read as follows:			
000103	Funding Request ACRN: AC			
	Change Item 000104 to read as follows:			
000104	Funding Request ACRN: AD			

		1 1	1	1

Effective as of the date of this modification:

1. Section G - "Contract Administration Data" - is hereby revised as follows (changes in bold):

SECTION G - Contract Administration Data

The following clause is revised by this modification as follows: Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		\$2,158,917.00
000101	Funding Request ACRN: AA	(6) (3) (14)	(6)
000102	Funding Request ACRN: AB	(5) (4) (4)	(418)
000103	Funding Request ACRN: AC	(5),(5),(1)	
000104	Funding Request ACRN: AD	(5) (6)	
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)		(6) (
		Total for Award	\$2,158,917.00

Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: Contract Number: Specialist: Modification Number	14PR01574-01 N0001413C0375 GORDON, ANDREW C : P00002	ONR: BD252
Distribution Date:	DEC 1 9 2013	Distributed By:
PCO, ONR A	lington (Original)	
Contractor (De	uplicate Original)	EDA ONLX
Short Contractor Code	e and Address:	,
PVSN PANAVISTON FEDE 21300 VICTORY BL WOODLAND HILLS		
ACO MILSCAP Code	e and Address:	
S0512A DCMA LOS ANGEL P.O. BOX 9608 MISSION HILLS, CA		
Payment Offic	e	
DODAAD Code and	Address:	
HQ0339 DFAS COLUMB WE PO BOX 182381 COLUMBUS, OH 43	•	
ONR: 00CC Program Offic	er: ATHALE, DR. RAVII	NDRA ANANT, ONR Other

AMENDME	NT OF SOLICITATIONIM	ODIFICATION OF C	ONTRACT	_	1, CONTRACT ID CODE	P.A	GE OF PAGES
2. AMENDME	NT/MODIFICATION NO.	3. EFPECTIVE	DATE /	4. REO	UISITION/PURCHASE REG. NO.	S PRO IS	1 3 CT NO. (If applicable)
P00002 See Block 16C			, ,		01574-01	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	қа аррасарға)
6, ISSUED BY	7	CODE NOO014		7. ADA	INISTERED BY (If other than Item 6)	CODE	S0512A
Andrew Email: 875 Nor	of Naval Research Gordon (703) 696- andrew.c.gordon.c th Randolph Stree on, VA 22203-1995	-5356 ctr@navy.mil et		₽.0	A LOS ANGELES . BOX 9608 SION HILLS CA 91346-9	·	
8. NAME AND	ADDRESS OF CONTRACTOR	No., street, county, Stele and	ZIP Code) ()	x) 9A.	AMENDMENT OF SOLICITATION NO.		
9340 De	ON FEDERAL SYSTE Soto Ave th CA 913114926	MS, LLC		9B.	DATED (SEE ITEM 11)		
		RIGIN	AL	× 104 NO	MODIFICATION OF CONTRACTIONOR	R NO.	
		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1	108	DATED (SEE ITEM 13)	<u> </u>	
CODE 32	6T5	FACILITY COD	E	0	9/11/2013		
		11. THIS ITE	M ONLY APPLIES TO AM	MENOM	ENTS OF SOLICITATIONS		<u>.</u>
N/A	A. THIS CHANGE ORDER IS E ORDER NO. IN ITEM 10A	SSUED PURSUANT TO:	(Specify authority) THE C	CHANG	DORIES THE CONTRACTIORDER NO. AS ES SEY FORTH IN ITEM 14 ARE MADE MINISTRATIVE CHANGES (such as char OF FAR 43.103(b).	IN THE CONTR	*ACT
	C. THIS SUPPLEMENTAL AG	REEMENT IS ENTERED	NTO PURSUANT TO AU	THOR	ήγ ο Γ :	· · · · · · · · · · · · · · · · · · ·	
x	D. OTHER (Specify type of most FAR 43.103 (b) Ut		ification	··,		······	
E. IMPORTAN			o sign this document and	return	0 copies to the is	suina Office.	····
The pur clerica under C this mo	/ SDN Number: 110 pose of this modi l error in the AC LIN 0001 of the b dification to the will read "AB" in	offication is CRN designation case award. A e subject con n lieu of "AA	to correct a ons found s a result of tract, SLIN " and SLIN	•	opcilation/contract subject matter where t	regular.)	
	will read "AC" in	lieu of "AB	• "				
Continu		Supply that they will be received and a	ennead to how the access	ge ke	almieso changosi samnia	din full farms	4 edfact
	AND TITLE OF SIGNER (Type or		THE PARTY OF THE PARTY OF THE		etolore changed, romains unchanged are NAME AND TITLE OF CONTRACTING (
				Reb	ecca Foster		
158. CONTRA	ACTOR/OFFEROR		ISC. DATE SIGNED	160	NAME OF THE OWNER OF THE OWNER OF THE OWNER OF THE OWNER OF THE OWNER OF THE OWNER OF THE OWNER OF THE OWNER OWNER OF THE OWNER OWNE		18C. DATE SIGNED
	100		I		Illiand and an armin a filtred		104101

NSN 7540-01-152-8070 Previous edition unusable STANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) \$3.243

	REFERENCE NO. OF DOCUMENT BEING CONTINUED	PAGE (OF.
CONTINUATION SHEET	N00014-13-C-0375/P00002	2	3
			

NAME OF OFFEROR OR CONTRACTOR
PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
(A)	(B)	(C)	(D)	(E)	(F)
	Change Item 0001 to read as follows(amount shown is the total amount):				
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Product/Service Code: AD92				2,158,917.0
	Change Item 000101 to read as follows:				
000101	Funding Request ACRN: AA				
	Change Item 000102 to read as follows:				
000102	Funding Request ACRN: AB				
	Change Item 000103 to read as follows:				
000103	Funding Request ACRN: AC				
	Change Item 000104 to read as follows:				
000104	Funding Request ACRN: AD				
				ļ	
	}				
					9 9
					i

Effective as of the date of this modification:

1. Section G - "Contract Administration Data" - is hereby revised as follows (changes in bold):

SECTION G - Contract Administration Data

The following clause is revised by this modification as follows: Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		\$2,158,917.00
101000	Funding Request ACRN: AA		(3)(2)
000102	Funding Request ACRN: AB	(5))(6)	
000103	Funding Request ACRN: AC	10 A.C. Marie	
000104	Funding Request ACRN: AD	(6),(4)	(5)
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)		(A)
		Total for Award	\$2,158,917.00

2. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect

Contract Distribution Sheet

CR Number: Contract Number: Specialist: Modification Number	14PR01574-01 N0001413C0375 GORDON, ANDREW C :: P00002	ONR: BD252
Distribution Date:	DEC 1 9 2013	Distributed By:
PCO, ONR A	rlington (Original)	
Contractor (D	uplicate Original)	EDA ONLY
Short Contractor Cod	e and Address:	
21300 VICTORY BL	ERAL SYSTEMS, LLC VD STE 840 S, CA 91367-2602 US	
ACO		**************************************
ACO MILSCAP Cod	e and Address:	
S0512A DCMA LOS ANGEL P.O. BOX 9608 MISSION HILLS, C.		
Payment Offi	ce	
DODAAD Code and	Address:	
HQ0339 DFAS COLUMB WI PO BOX 182381 COLUMBUS, OH 43	*	
ONR: 00CC Program Offi	cer: ATHALE, DR. RAVII	NDRA ANANT, ONR Other

AMENDMENT OF SOLICITATION/MO	DIFICATION OF C	ONTRACT	1 1	CONTRACTIO	ODE		DF PAGES
2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE	DATE	(4, REQUI	ITIONPURCHAS	E REO. NO.	5 PROJECT N	O. (II applicable)
P00003	_ See Bloc	ck 16C	14 PRO:	1574-02			
6. ISSUED BY	N00014		7. ADMIN	ISTERED BY (If o	th e r than (lem 6)	CODE SUS	12A
Office of Naval Research Andrew Gordon (703) 696- Email: andrew.c.gordon.c 875 North Randolph Stree Arlington, VA 22203-1995	tr@navy.mil		P.O.	LOS ANGEL BOX 9608 ON HILLS	es CA 91346-96	508	
8. NAME AND ADDRESS OF CONTRACTOR (M	Lastreet, county, State and	ZIF Code)	(x) SA A	MENDMENT OF S	OLICITATION NO.		
PANAVISION FEDERAL SYSTEM 0340 De Soto Ave Chatsworth CA 913114926	S, LLC			NTED (SEE ITEM			
	ORIG	MAL		ODIFICATION OF	CONTRACT/ORDER	NO	
			}	ATED (SEE ITEM	13)		
cone 326T5	FACILITY COD	M ONLY APPLIES TO		11/2013		_	_
to the solicitation and this amendment, and is r 12. ACCOUNTING AND APPROPRIATION DATA 17.41319-W3F3-255-RA-313- 13. THIS ITEM ONLY APPLIE CHECK ONE A THIS CHANGE ORDER IS IS ORDER NO. IN ITEM 10A. B. THE ABOVE NUMBERED CO appropriation data, sic.) SET C. THIS SUPPLEMENTAL AGRE	A (if required) 0-068342-20- 8 TO MODIFICATION OF SUED PURSUANT TO: NTRACT/ORDER IS MI FORTH IN ITEM 14, PL	NO03346-000-F CONTRACTS/ORD (Specify authority) To Control To Reflect Resument to The A	et Incre -MPHO DERS. IT MOD THE CHANGES OF THE ADMI	FIES THE CONTR SET FORTH IN I NISTRATIVE CHA FAR 43-103(c).	ACT/ORDER NO. AS I	N THE CONTRACT	la 14.
D. OTHER (Specify type of modi X FAR 43.103(b) Un:		ification a	and FAR	52.232-22	2 "Limitatio	on of Fund	s"
E. IMPORTANT: Contractor Sis	not. 🗆 is required to	o sign this document	ಕೂರ ಕಡುಗಾ	0	copies to the issu	uing office	
14 DESCRIPTION OF AMENDMENT/MODIFIC NAVRIS / SDN Number: 1101 The purpose of this modi: \$780,383 to CLIN 9001 und	fication is	to provide	an inc	rement of		·	t of
FOB: Destination Continued							
Except as provided herein, all terms and consists	ans of the document refe	manced in Hem 9A cr	10A, as herel	ofore changed, ren	noins unchanged and i	in full force and effe	a
15A. NAME AND TITLE OF SIGNER (Type or print)			16A NAME AND TITLE OF CONTRACTING OFFICER (Type or print)				
			Heat	her Land	, COMPA	CTIM6 E	A-FILER
15B, CONTRACTOR/OFFEROR		15C. DATE SIGNED			AMERICA	,	6C. DATE SIGNED
(Signature of person authorized to Sign				(Signature	of Contracting Officer)		18-FEB-8

SYANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) 53,243 CONTINUATION SHEET REFERENCE NO. OF DOCUMENT BEING CONTINUED PAGE OF NOOD14-13-C-0375/P00003 2 3

NAME OF OFFEROR OR CONTRACTOR

PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SÉRVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
-	Change Item 0001 to read as follows(amount shown is the total amount):				
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Product/Service Code: AD92				2,158,917.0
	Add Item 000105 as follows:				
000105	ACRN: AD (Amt: Final Control of the	 			
•	Accounting Summary AD				
	1741319-W3F3-255-RA-313-0-068342-2D03346-000-MP				
				-	
				:	
		E			
		1			1

Effective as of the date of this modification:

1. Section G - "Contract Administration Data" - is hereby revised as follows (changes in bold):

SECTION G - Contract Administration Data

The following clause is revised by this modification as follows: Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		\$2,158,917.00
000101	Funding Request ACRN: AA	(5):(4):11	(tree
000102	Funding Request ACRN: AB	(6) (4) (7)	
000103	Funding Request ACRN: AC	(5) (4) (3)	
000104	Funding Request ACRN: AD	(10) (4) (1000	27/2
000105	ACRN: AD	25 (FA)	
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)	(0)	(0)
		Total for Award	\$2,158,917.00

The following clause is revised by this modification as follows: ONR 0058 Allotment of Funds

(a) It is hereby understood and agreed that this contract	rt will not exceed	l a total amount of
\$2,158,917; including an estimated cost of (5) (4)		

(b) CLIN 0001 will not exceed a total amount of \$2,158,917; including an estimated cost of
The total amount presently available for payment and
allotted to CLIN 0001 of this contract is \$1,973,000; including an estimated cost of
and a fixed fee of the stimated that the amount allotted of the will cover the
period from date of award through thirty-three (33) months.

Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: 14PR01	574-02				
	13C0375				
	N, ANDREW C	ONR: BD252			
Modification Number: P00003					
	4 0 004	D' - 5	_ (b) (V)		
Distribution Date: FEB	1 8 2014	Distributed By:			
PCO, ONR Arlington (Original)				
Contractor (Duplicate C	riginal)	EDA ONLY			
Short Contractor Code and Add	iress:	fam. in 4 .			
PVSN					
PANAVISION FEDERAL SY					
21300 VICTORY BLVD STE					
WOODLAND HILLS, CA 913	07-2002 US				
ACO					
ACO MILSCAP Code and Add	fress:				
S0512A					
DCMA LOS ANGELES-S0513	7.A				
P.O. BOX 9608					
MISSION HILLS, CA 91346-9608 US					
Payment Office					
DODAAD Code and Address:					
HQ0339					
DFAS COLUMB WEST ENT	L-HO0339				
PO BOX 182381	2 1100000				
COLUMBUS, OH 43218-2381	US				
<u> </u>					
ONR:					
00CC					
Program Officer: ATH	ALE, DR. RAVI	NDRA ANANT, ONR Ot	her		
					

AMENDMENT OF SOLICITATIONIN	ODIFICATION OF CONTI	RACT	1. CONTRACT ID CODE	PAGE OF PAGES
2 AMENDMENT/MODIFICATION NO	3, EFFECTIVE DATE	[4, Ri	EQUISITION/PURCHASE REO. NO.	1 3 5 PROJECT NO. (Il applicable)
P00004	See Block	د د ما	PR01574-03	THOUSE IN SUPERSURY
6 ISSUED BY	CODE NOO014		DMINISTERED BY (If other than Item 6)	CODE SO512A
Office of Naval Researd Andrew Gordon (703) 696 Email: andrew.c.gordon. 875 North Randolph Stre Arlington, VA 22203-199	5-5356 ctr@navy.mil eet	DCi	D-C MA LOS ANGELES O. BOX 9608 SSION HILLS CA 91346-	9608
8 NAME AND ADDRESS OF CONTRACTOR	gNa, street, county, State and ZIP Co	(x)	PA. AMENDMENT OF SOLICITATION NO	
PANAVISION FEDERAL SYSTI 3340 De Soto Ave Chatsworth CA 913114926	ems, elc ORIGIN/	ē	DE DATED (SEE ITEM 11) 104 MODIFICATION OF CONTRACTION 100014-13-C-0375	DER NO.
			IOB. DATED (SEE ITEM 13)	<u> </u>
CODE 326T5	(FACILITY CODE		09/11/2013	
32010		!	DIJENTS OF SOLICITATIONS	
The above numbered solicitation is emende				is extended. Lis not extended.
CHECK ONE A THIS CHANGE ORDER IS ORDER NO. IN ITEM 10A	ISSUED PURSUANT TO: (Spec	ify authonly) THE CHA	MODIFIES THE CONTRACT/ORDER NO. NGES SET FORTH IN ITEM 14 ARE MAD ADMINISTRATIVE CHANGES (SUCH as CH	E IN THE CONTRACT
C. THIS SUPPLEMENTAL AC	BREEMENT IS ENTERED INTO I	PURSUANT TO AUTHO	RITY OF	
D OTHER (Specify type of m	odification and authority)			
x FAR 43.103(b) 0	Jnilat <mark>eral M</mark> odifi	cation and E	AR 52,232-20 "Limitat	tion of Cost"
E. IMPORTANT: Contractor	lis not. [] Is required to sign	this document and refu	rn 0 copies to the	Issuing office.
14 DESCRIPTION OF AMENDMENT/MODI NAVRIS / SDN Number: 11		ction headings, includin	g solicitahon/contract subject maller when	e feasible.)
The purpose of this mod \$185,917 in order to fu				
FOB: Destination				
Continued				
Except as provided herein, all terms and con-				
15A NAME AND TITLE OF SIGNER (Type o	r print)]_	a name and title of contracting arah Lewellen	3 OFFICER (Type or print)
158 CONTRACTOR/OFFEROR	[15C.	DATE SIGNED 46	O METER OF ANGRESS.	16C. DATE SIGNED
			11821	11/2.10
(Signature of person authorized to a				- TIJY114
NSN 7540-01-152-8070		·		STANDARD FORM 30 (REV. 10-83)

Previous edition unusable

STANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) 53,243

REFERENCE NO. OF DOCUMENT BEING CONTINUED PAGE QF CONTINUATION SHEET N00014-13-C-0375/P00004 2 3

NAME OF OFFEROR OR CONTRACTOR
PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMQUNT (F)
(41)	Change Item 0001 to read as follows(amount shown	+	 	17/	· · · · · · · · · · · · · · · · · · ·
	is the total amount):			1	
0001	The Contractor shall furnish the necessary		{		2,158,917.0
	personnel and facilities to conduct the research	}	{ }	}	
	effort as described in Section C and provide reports and data in accordance with Exhibit A.	1	1	}	
	Award Type: Cost-plus-fixed-fee	{	} {	}	
	Total Estimated Cost:	1	} {	}	
	Fixed Fee:	1	}	}	
	Product/Service Code: AD92	-		{	
	1				
	Add Item 000106 as follows:				
000106	ACRN: AD (Amt: D)(())(())	1	11	1	
		1] [[
		+	}		
	Accounting Summary AD	}			
	1741319-W3F3-255-RA-313-0-068342-2D-03346-000-MPH			1	
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				<u> </u>	

Effective as of the date of this modification:

1. Section G - "Contract Administration Data" - is hereby revised as follows (changes in bold):

SECTION G - Contract Administration Data

The following clause is revised by this modification as follows: Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		\$2,158,917.00
000101	Funding Request ACRN: AA	(0) (4)	10.1
000102	Funding Request ACRN: AB		800
000103	Funding Request ACRN: AC	(7) (4)	1000
000104	Funding Request ACRN: AD	(6) (4) (10)	
000105	Funding Request ACRN: AD		
000106	Funding Request ACRN: AD	(2) (4)	
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)		
		Total for Award	\$2,158,917.00

The following clause is revised by this modification as follows: ONR 0058 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$2,158,917; including an estimated cost of \$2,158,917.
- (b) CLIN 0001 is hereby fully funded.
- 2. As a result of this modification, FAR clause 52.232-22, "Limitation of Funds," is hereby revoked and FAR clause 52.232-20, "Limitation of Cost," is invoked.
- Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: 14PR01574-03 Contract Number: N0001413C0375 Specialist: GORDON, ANDREW C Of Modification Number: P00004	NR: BD252
Distribution Date: APR 2 4 2014	Distributed By:
PCO, ONR Arlington (Original)	
Contractor (Duplicate Original)	EDA ONLY
Short Contractor Code and Address:	
PVSN PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD STE 840 WOODLAND HILLS, CA 91367-2602 US	
ACO	
ACO MILSCAP Code and Address:	
S0512A DCMA LOS ANGELES-S0512A P.O. BOX 9608 MISSION HILLS, CA 91346-9608 US	
Payment Office	
DODAAD Code and Address:	
HQ0339 DFAS COLUMB WEST ENTL-HQ0339 PO BOX 182381 COLUMBUS, OH 43218-2381 US	
ONR: 00CC Program Officer: ATHALE, DR. RAVIND	RA ANANT, ONR Other